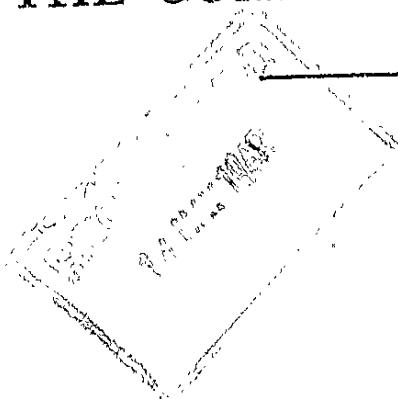


# THE COMPANIES ACT, 1929.



A 6s.  
Companies'  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

THE NATIONAL INSTITUTE FOR THE DEAF

LIMITED.

Presented by

Doyle Devonshire & Co.,

14 Bedford Row,

London, W.C.1.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2  
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, NORMAN GEORGE DEVONSHIRE of 14, Bedford Row,

London, W. C. 1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am ("a Solicitor of  
the Supreme Court engaged in the formation

of the ~~International~~ National Institute for the Deaf

~~limited~~, and that all the requirements of the Companies Act, 1900  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 31 Bedford Row  
in the County of London

the 29<sup>th</sup> day of April 1948.

Before me,

Glusthal Davis

M. B. Russell



# LICENCE BY THE BOARD OF TRADE,

pursuant to Section 18 of the Companies Act, 1929.

WHEREAS it has been proved to the Board of Trade that  
THE NATIONAL INSTITUTE FOR THE DEAF  
which is about to be registered under the  
Companies Act, 1929, as an Association limited by guarantee is formed  
for the purpose of promoting objects of the nature contemplated by the  
18th Section of that Act, and that it is the intention of the said Association  
that the income and property of the Association whencesoever derived shall  
be applied solely towards the promotion of the objects of the Association  
as set forth in its Memorandum of Association and that no portion thereof  
shall be paid or transferred, directly or indirectly, by way of dividend or  
bonus or otherwise howsoever, by way of profit to the members of the said  
Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers  
in them vested, and in consideration of the provisions and subject to the  
conditions contained in the Memorandum of Association of the said Association  
as subscribed by seventeen members thereof on the 9th day  
of April, 19 48, do by this their licence direct

THE NATIONAL INSTITUTE FOR THE DEAF

to be registered with limited liability, without the addition of the word  
"Limited" to its name.

SIGNED by order of the Board of Trade, this *twenty-third* day  
of April, 19 48.

Authorised in that behalf by the President of the Board of Trade.  
~~An Assistant Secretary of the Board of Trade~~

THE COMPANIES ACTS 1929 AND 1947.  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL. 14 MAY 1948

## Memorandum of Association

OF

# THE NATIONAL INSTITUTE FOR THE DEAF



1. The name of the Company (hereinafter called "the Institute") is "THE NATIONAL INSTITUTE FOR THE DEAF."
2. The registered office of the Institute will be situate in England.
3. The objects for which the Institute is established are—
  - (A) To acquire the property, business and undertaking of the existing unincorporated association, known as the National Institute for the Deaf, whose office is at 105 Gower Street, in the County of London, or such part of such property, business and undertaking as can be legally vested in the Institute, and to carry on the work of the said Association, and to hold and administer all charitable funds now held and administered by it.
  - (B) To promote and encourage the prevention and mitigation of deafness and the better treatment, education, training, employment and welfare of the deaf (which expression in this Memorandum includes, where the context so admits, persons who though not totally lacking, or defective in, the sense of hearing are suffering from conditions which may produce or conduce to the total lack of or a defect in the sense of hearing), and generally to promote, safeguard and protect the interests and welfare of the deaf.
  - (C) To bring together in council representatives of the various national and local bodies engaged in promoting or protecting the welfare of the deaf, together with representatives of public opinion and persons engaged in general social welfare work.
  - (D) To support, financially or otherwise, and co-operate with local and other bodies, institutions, agencies, societies or associations, incorporated or unincorporated, engaged in any work for the welfare of the deaf.
  - (E) To promote or support, financially or otherwise, the training of teachers of and welfare workers for the deaf.
  - (F) To promote, oppose and watch over legislation affecting the deaf, and to promote, support and assist the carrying into effect of any legislation affecting the deaf.
  - (G) To provide facilities for social intercourse between deaf persons, and for this purpose to establish, maintain, manage and assist, financially or otherwise, clubs for deaf persons, provided always that any such facilities or clubs shall be for the benefit of deaf persons generally and shall not be restricted, directly or indirectly, to members of the Institute.
  - (H) To establish, maintain and manage institutions, homes, hostels, rest houses and holiday homes or camps for the treatment, care or benefit of the deaf, and to assist the deaf, financially or otherwise, in obtaining medical or surgical advice or treatment.
  - (I) To assist deaf persons (not being members of the Institute), financially or otherwise, in obtaining technical, professional or general education, and to establish, maintain and manage colleges, schools and classes for the technical, professional or general education of the deaf, and to provide, financially or otherwise, for the delivery and holding of lectures, exhibitions, public meetings, classes, concerts and conferences calculated, directly or indirectly, to advance the cause of such education.
  - (J) To assist the deaf in obtaining employment or establishing themselves in trades, professions or occupations by establishing employment bureaux or departments or by granting financial assistance or otherwise.
  - (K) To conduct and encourage or support, financially or otherwise, investigation or research into the causes, prevention, cure, mitigation or treatment of deafness or into any matter concerned with the welfare of the deaf and to collect, publish and distribute information thereon in the United Kingdom or elsewhere.

- (L) To encourage and support, financially or otherwise, the discovery of, and to investigate and make known the nature, qualities and effects, of inventions which are or may be considered capable of being applied, directly or indirectly, to the prevention, cure, mitigation or treatment of deafness or for purposes beneficial or advantageous to the deaf, and to acquire any patents, licences or other protection covering any such invention.
- (M) To appeal for, raise, collect, expend, invest and accumulate funds, income and other property, and to receive subscriptions, donations and legacies for the purposes aforesaid, and to undertake and carry out propaganda work of all descriptions for making known the objects of the Institute, obtaining funds for carrying out such objects, co-ordinating the efforts and activities of all persons and bodies engaged in or interested in securing the welfare of the deaf or the prevention, cure, amelioration or treatment of deafness, and generally furthering the objects of the Institute.
- (N) To undertake and execute any trusts established or constituted wholly or partially for the prevention, cure, mitigation or treatment of deafness or for benefiting the deaf or any particular deaf person or class of deaf persons or his or their dependents, and to establish, superintend, administer and contribute to any charitable funds established for the like purposes, and to give charitable aid to any deaf person or the dependents of any deaf person who may be in poor financial circumstances, and who is or are not a member or members of the Institute.
- (O) To grant pensions or gratuities to any employees or ex-employees of the Institute or dependents of any such persons, and to establish or support funds and trusts which may be considered calculated to benefit any such persons: Provided that such persons shall not at the time of receiving such pensions or gratuities be members of the Institute.
- (P) Subject to the provisions of Section 14 of the Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute 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 Institute.
- (Q) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.
- (R) To undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects.
- (S) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit.
- (T) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (U) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (V) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Institute 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 Institute would make it a Trade Union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Institute 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 Managers or Trustees of the Institute 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute 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 the members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Institute in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 Institute 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 £1 1s. 0d.

9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

[ROBERT STOTT STEVENSON]

Robert Stevenson, 31 Harley Street, London W.1. Consulting Surgeon.  
 Samuel Brown, 125 Warrington Road, Warrington. Member of Parliament.  
 William Alfred Cook, 70 Victoria Street, Westminster. Consulting Engineer.  
 Humphrey Major Anker, 14 Davenport Road, Oxford. Clerk in Holy Orders.  
 Gilbert Winda Trappell, 6 Hawthorne Avenue, Hull. Paint Manufacturer.  
 John Paesling, Royal Residential School for the Deaf, Old Trafford, Manchester 16. Headmaster.  
 Louis Baglio, Bognor Regis, Newbridge Road. Schoolmaster.  
 George Edward Robinson, 58, Barton Road, Grimsby. Chief Welfare Officer.  
 Henry Eric Ashton, 23, Henry Road, Wesley Hill, Birmingham 29. Welfare Officer.  
 Ernest William Woodhead, Springfield, Maidstone. County Education Officer, Kent.  
 Alan Fairbairn Macdonald, 65 Banbury Road, Oxford. Clerk in Holy Orders.  
 Mary Grace Wilkins, 39, Sydney Road, Bath. Teacher of Deaf.  
 Margaret Frances Proby, c/o R.N.C. to. Army Eastern Home, Devon's Hill, Cambridge. Welfare Officer for the D.  
 George Albert Pelfield, 135 Rossden Road, Manchester. Welfare Officer for the D.  
 Robert Stavers Olman, Bootham House, York. Welfare Officer for the D.  
 Alexander Watson Taylor, 11, Grosvenor Mount, Leeds.  
 Joseph Hill, 102 West Park Drive, Blackpool. (Local Authority).

Dated this 9<sup>th</sup> day of April 1948.

Witness to the above Signatures—

*W. W. W. W.*  
 14 Bedford Row

C. O. W.

14 MAY 1948

## Articles of Association

OF

### THE NATIONAL INSTITUTE FOR THE DEAF

#### GENERAL.

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS.	MEANINGS.
The Act .. ..	The Companies Act 1929.
These presents .. ..	These Articles of Association, and the regulations of the Institute from time to time in force.
The Institute .. ..	The above-named Institute.
The Council .. ..	The Council of Management for the time being of the Institute.
The Office .. ..	The registered office of the Institute.
The Seal .. ..	The common seal of the Institute.
Month .. ..	Calendar month.
In writing .. ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Institute shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of the members with which the Institute proposes to be registered is 500, but the Council may from time to time register an increase of members.

3. The provisions of Section 95 of the Act shall be observed by the Institute, and every member of the Institute shall sign a written consent to become a member.

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

5. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the provisions hereinafter contained shall be members of the Institute.

#### QUALIFICATION FOR MEMBERSHIP.

6. Any person shall be qualified to become a member of the Institute (1) who shall have given by way of donation or subscription, or both, to the funds of the Institute a sum or sums amounting in the aggregate to £10 10s. 0d. or upwards, or (2) who shall during any year be a subscriber to the said funds of an annual sum of £1 1s. 0d. or upwards, but so that the qualification under this head shall only last till the expiration of the year current at the date of subscription, or (3) who shall have been declared qualified to become a member by a resolution of the Council.



## COMMENCEMENT AND TERMINATION OF MEMBERSHIP.

7. If any person qualified under the provisions of the last preceding Article shall by notice in writing signify to the Institute his desire to become a member of the Institute his name shall be entered forthwith in the register of members, and he shall thereupon become a member.

8. Any member of the Institute may retire therefrom by notice in writing to the Institute, and upon receipt of such notice from any member his name shall be removed from the register of members, and he shall thereupon cease to be a member.

9. If any member whose sole qualification for membership consists of the payment of an annual subscription shall fail to pay his annual subscription before the 31st day of March in any year, such member shall upon a resolution in that behalf of the Council cease to be a member, and notice thereof shall be given to him and his name shall be removed from the register of members: Provided that the Council may in their discretion and for what shall seem to them to be sufficient reason in any case or class of cases delay the passing of any such resolution as long as they shall think fit or rescind in whole or part any resolution so passed, and in the latter case the person or class of persons in question shall, upon signing a written consent to be readmitted and paying any arrears of subscription due from him or them, again become a member or members, and the register shall be altered accordingly.

10. The rights and privileges of a member shall be personal to himself and not transferable or transmissible, and shall cease on his death or in case of a corporation on its dissolution or ceasing to exist.

## HONORARY MEMBERS.

11. The Council may appoint any persons consenting thereto to be Corresponding or Honorary Members of the Institute, either under that title or such other title and for such period and with such powers as may be approved by the Council from time to time. Corresponding or Honorary Members shall not as such be members of the Institute within the meaning of the Memorandum of Association and these Articles, nor have any share in the management, nor any right to receive notice of or be present or vote at General Meetings.

## GENERAL MEETINGS.

12. The first General Meeting of the Institute shall be held at such time not being less than one month nor more than three months from the incorporation of the Institute and at such place as the Council may determine.

13. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

14. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary Meetings.

15. The Council may whenever they think fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

16. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, and to any statutory provisions for the time being in force relating to the convening of Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents entitled to receive such notices from the Institute; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as may be prescribed by statute, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

17. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

19. 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 Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The President, or failing him, the Chairman, or failing him, the Vice-Chairman, of the Institute shall preside as Chairman at every General Meeting, but, if there be no such officer, or, if at any General Meeting neither the President nor the Chairman nor the Vice-Chairman of the Institute be present within five minutes after the time appointed for holding the meeting and willing to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, the members present shall choose one of their number who shall be present to preside.

21. The Chairman of any General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman of the meeting or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

23. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

27. Subject as hereinafter provided, every member shall have one vote.

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

29. Any corporation which is a member of the Institute may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Institute and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Institute.

30. 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. A corporation may vote by its duly authorised representative.

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

32. 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 proposes 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.

33. 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.

34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

"THE NATIONAL INSTITUTE FOR THE DEAF.

"I, \_\_\_\_\_, of \_\_\_\_\_,  
" a member of THE NATIONAL INSTITUTE FOR THE DEAF hereby appoint  
" \_\_\_\_\_,  
" of \_\_\_\_\_,  
" and failing him,  
" of \_\_\_\_\_,  
" to vote for me and on my behalf at the [Annual or Extraordinary, as the  
" case may be] General Meeting of the Institute to be held on the \_\_\_\_\_  
" day of \_\_\_\_\_, and at every adjournment thereof.  
" As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_."

#### COUNCIL OF MANAGEMENT.

35. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than fifteen nor more than forty-five.

36. The first members of the Council shall be the subscribers to the Memorandum of Association.

37. The members of the Council may include such a number as the Council may from time to time determine of persons representing local authorities and institutions, agencies, societies and associations concerned with the interests or welfare of the deaf, provided always that the number of persons so included who are not members of the Institute shall never exceed one-tenth of the total number of persons for the time being holding office as members of the Council.

38. The Council may from time to time and at any time appoint any member of the Institute as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

39. Save as hereinbefore expressly provided, no person who is not a member of the Institute shall in any circumstances be eligible to hold office as a member of the Council.

#### HONORARY OFFICERS.

40. The Honorary Officers of the Institute shall consist of a Patron, a President, a Chairman and Vice-Chairman and an Honorary Treasurer, or at the discretion of the Council two Honorary Treasurers.

41. The Council shall at the Annual Meeting of the Council in every year elect a Chairman and Vice-Chairman and an Honorary Treasurer or Treasurers from among the members of the Council and may appoint any of its members to act as Honorary Officers in some special capacity. The persons so appointed shall hold office until the next following Annual Meeting of the Council when they shall retire but be eligible for re-election. Any casual vacancy in any Honorary Office shall be filled by the Council at their next meeting, but the person appointed shall hold office only until the next Annual Meeting of the Council when he shall retire but be eligible for re-election.

#### SECRETARY AND OTHER PERMANENT OFFICERS.

42. The Council shall from time to time appoint a Secretary and may also appoint such other permanent officers of the Institute as they think fit and may fix the term for

which such officers are respectively to hold office and fix their remuneration and prescribe their duties. No member of the Council shall be eligible for or appointed to any salaried office of the Institute or any office paid by fees.

43. Any salaried officer of the Institute shall (subject to the terms of any contract between him and the Institute) hold office at the pleasure of the Council.

#### POWERS OF THE COUNCIL.

44. The business of the Institute 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 Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Act or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

45. 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 in number to less than the number prescribed by or in accordance with these presents, as required to form a quorum for a meeting of the Council, it shall be lawful for them to act as the Council for the purpose of declaring persons to be qualified to become members, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

46. The Council may authorise the repayment by the Institute to members of the Council of all or any out-of-pocket expenses properly and reasonably incurred by them in the performance of their duties or in connection with the affairs of the Institute and in that event such members shall be repaid such out-of-pocket expenses accordingly.

47. The Council may exercise all the powers of the Institute to borrow or raise money and to mortgage or charge its property and assets and to issue debentures, debenture stock and other securities.

48. The Council may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

#### THE SEAL.

49. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

50. The office of a member of the Council shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If he ceases to be a member of the Institute.
- (D) If by notice in writing to the Institute he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act.
- (F) If being a person appointed in a representative capacity he ceases to act as such representative or the body which he represents is dissolved or ceases to be concerned with the interests or welfare of the deaf.

#### ROTATION OF MEMBERS OF THE COUNCIL.

51. At the Annual General Meeting to be held in the year 1948, and in every subsequent year, one-third of the members of the Council for the time being (other than those appointed in a representative capacity), or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office.

52. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is determined not to fill his place.

53. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

54. The Institute shall, at the meeting at which any members of the Council retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Council.

55. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for office on the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-eight intervening days.

56. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members, or some of them, are not filled up, the retiring members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Council.

57. The Institute may from time to time in General Meeting 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, and may make the appointments necessary for effecting any such increase.

58. Without prejudice to any statutory provisions for the time being in force relating to the removal of members of the Council by ordinary resolution, the Institute may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL.

59. Subject to any express provisions of these Articles, the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

60. The Annual Meeting of the Council in each year shall be held at such time, not being more than fifteen months after the date of the last Annual Meeting of the Council, as the Council may determine.

61. A member of the Council may, and on the request of a member 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 abroad shall not be entitled to notice of a meeting.

62. The Chairman, or failing him for any reason the Vice-Chairman, shall preside at all meetings of the Council but, if there be no such officer, or, if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number who shall be present to be Chairman of the meeting.

63. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally.

64. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the execution 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 presents 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 as aforesaid.

65. All acts bona fide done by any meeting of the Council or of any committee of the Council, 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 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 and was qualified to be a member of the Council.

66. 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 Institute and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

67. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council 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.

#### ACCOUNTS.

68. The Council shall cause proper and sufficient books of account to be kept with respect to—

- (A) All sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (B) All sales and purchases of goods by the Institute; and
- (C) The assets and liabilities of the Institute.

69. The books of account shall be kept at the office, or 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.

70. The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.

71. Once at least in every year the Council shall lay before the Institute in General Meeting an 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 Institute made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Council and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by Section 129 of the Act.

#### AUDIT.

72. Once at least in every year the accounts of the Institute 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.

73. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act, or any statutory modification or re-enactment thereof for the time being in force, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES.

74. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

75. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

76. Any notice, if served by post, shall be deemed to have been served on the 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 letter.

#### DISSOLUTION.

77. The provisions of Clause 9 of the Memorandum relating to the winding up and dissolution of the Institute shall have effect in the same manner and to the same extent in all respects as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

[ROBERT STOUT STENSON]

Robert Stenson, 31 Harley Street, London W. Consulting Surgeon.  
 Edmund Evans, 125 Waverley Lane, Pinner, Mids. Member of Parliament.  
 William Alfred Thomas, 70 Victoria St, Westminster, Consulting Engineer.  
 Humphrey Major Anger, 19, Davenport Road, Oxford. Clerk in Holy Orders.  
 Gilbert Winder Mansfield, 6 Westbourne Terrace, Hall, Doncaster.  
 John Spawson, Royal Residential School for Nurses, Grosvenor, Manchester, 16. Headmaster.  
 George Edward Ramsey, 58 Barton Old Road, Grassendale, Liverpool 19. Chief Welfare Officer.  
 Henry Eric Ashton, 23 Hemgrove Road, Woking Hill, Birmingham 29. Welfare Officer.  
 Edwardhead (Ernest William), Springfield, Maidstone. County Educational Officer. KENT.  
 Alan Fairbairn Macdonald, 65 Banbury Road, Oxford. Clerk in Holy Orders.  
 Mary Grace Wilkin, 39, Sydney Road, Bath. Teacher of Deaf.  
 Margaret Frances Twiss, c/o 2nd Ch. R. W. Army, Bathurst House, 10 Wimpole St, London W.1. Canteen & Welfare Officer for the Deaf.  
 George Albert Seligfeld, 135 Finsbury Street, Manchester. Welfare Officer for the Deaf.  
 Robert Stamen Olaman, Beetham House, 10 Wimpole St, London W.1. Welfare Officer for the Deaf.  
 Alexander Watson Taylor, 11, Browner Mount, Leeds. Welfare Officer for the Deaf.  
 Joseph Philp, 202 West Park Drive, Blackpool (Local Authority).

Dated this 9<sup>th</sup> day of April 1948.

Witness to the above Signatures—

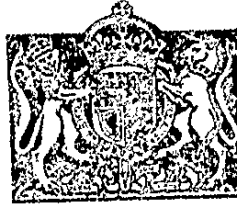
*W. Stenson*

14 Bedford Row

W.S.  
Solicitor

DUPLICATE FOR THE FILE

No. 154169



# Certificate of Incorporation

I Hereby Certify, That

THE NATIONAL INSTITUTE FOR THE DEAF

(The word "LIMITED" being omitted by Licence of the  
Board of Trade)

is this day Incorporated under the Companies Acts, 1929 and 1947, and that  
the Company is Limited.

Given under my hand at London this Fourteenth day of  
May One Thousand Nine Hundred and Forty-eight.

*[Signature]*  
For Registrar of Companies.

Certificate  
received by

*[Signature]*  
*[Signature]* Date 16th May 1948



*The Companies Acts 1929 and 1947.*



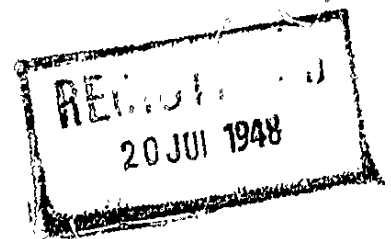
## Special Resolution

(Pursuant to the Companies Act 1929, s. 117 (2))

OF

# NATIONAL INSTITUTE FOR THE DEAF

*Passed 7th July 1948.*



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 105 Gower Street, in the County of London, on the 7th day of July 1948, the subjoined Special Resolution was duly passed, viz. :—

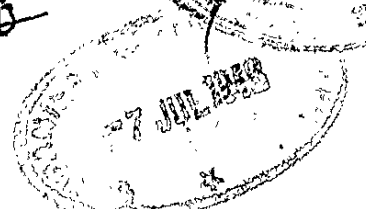
### RESOLUTION.

IT IS HEREBY RESOLVED that it is expedient to acquire and take over the property, ~~business~~ and undertaking of the unincorporated body known as the National Institute for the Deaf (hereinafter called "the unincorporated body"); and that the Chairman, Secretary, and Council of Management be hereby authorised to execute and affix the seal of the Institute to all deeds and instruments and to do all acts and things necessary to ensure that the property, ~~business~~ and undertaking of the unincorporated body are transferred to and vested in the incorporated body known as the National Institute for the Deaf.

*Or Scott Stevenson*  
Chairman.

*Doyle Devanish & Co (Solicitors)*  
14. Bedford Row,  
W.C.1.

*11-2063*



THE COMPANIES ACT, 1948

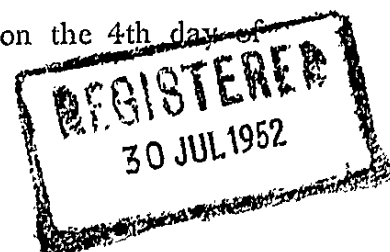
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



**RESOLUTIONS**  
OF  
**THE NATIONAL INSTITUTE FOR THE DEAF**

Passed 4th July, 1952

At an Extraordinary General Meeting of the above named Company duly convened, and held at 105, Gower Street, London, W.C.1, on the 4th day of July, 1952, the subjoined Resolution was duly passed.



SPECIAL RESOLUTION

THAT the Articles of Association of the National Institute for the Deaf be altered in manner following :—

- (1) By deleting Article 6 and substituting therefor "6. Any person shall be qualified to become a member of the Institute,
  - (i) who shall during any year be a subscriber to the funds of the Institute of an annual sum of £1 1s. 0d. or upwards, but so that the qualification under this head shall only last till the expiration of one year from the date of subscription, or
  - (ii) who shall have been declared qualified to become a member by a Resolution of the Council".
- (2) By deleting from lines 2 and 3 of Article 9 the words "before the 31st day of March in any year" and substituting therefor the words "in any year within 28 days after the anniversary of the payment of his first annual subscription".
- (3a) By deleting from line 5 of Article 37 the words "one-tenth" and substituting therefor the words "one-fifth".
- (3b) By adding at the end of Article 37 the following words "and provided that no resolution passed at any meeting of the Council at which such non-members constitute a majority of those present and entitled to vote shall be valid".
- (4) By deleting the first sentence of Article 61 and substituting therefor "Any five members of the Council may, and on the request of any five 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".

*G. W. Lilburn*  
Secretary  
30 JUL 1952

FILED BY: DOYLE DEVONSHIRE  
35 GREAT TOWER STREET  
E.C.4  
L/O 1

16 VII 62

FIVE SHILLINGS  
COMPANIES  
REGISTRATION  
L 3

No. 454169.

25

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.

SPECIAL RESOLUTION

— OF —

THE NATIONAL INSTITUTE FOR THE  
DEAF

At the ANNUAL GENERAL MEETING of the above-named Company  
duly convened and held at 105, Gower Street, London, W.C.1, on the 13th day of  
July, 1962, the following RESOLUTION was duly passed as a SPECIAL  
RESOLUTION:—

SPECIAL RESOLUTION.

THAT at the command of Her Majesty The Queen and with the consent  
of the Board of Trade the name of the Institute be changed to THE ROYAL  
NATIONAL INSTITUTE FOR THE DEAF.

*G. W. Lilburn*  
G. W. LILBURN,  
Secretary of the above-named Company

482



FRESHFIELDS  
GARRARD HSE  
31/45 GRESHAM ST

No. 454169



Reference: ~~GER~~ COS/2333/62

BOARD OF TRADE

COMPANIES ACT, 1948

THE NATIONAL INSTITUTE FOR THE DEAF  
(the word "LIMITED" being omitted by Licence of the  
Board of Trade)

Pursuant to the provisions of Sub-Section (1) of Section 18 of the  
Companies Act, 1948, the Board of Trade hereby approve of the name  
of the above-named Company being changed to

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

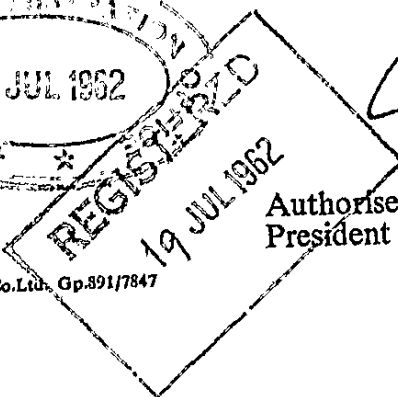
Signed on behalf of the Board of Trade

this nineteenth

day of

July

1962



*L. H. Mansfield*

Authorised in that behalf by the  
President of the Board of Trade

No. C. 60.

Wt. 68470/1715 fm. 2/62 B.L.&Co.Ltd. Gp.891/7847

DUPLICATE FOR THE FILE.

454169/

726



# Certificate of Incorporation on Change of Name

Whereas

THE NATIONAL INSTITUTE FOR THE DEAF  
(the word "LIMITED" being omitted by Licence of the  
Board of Trade)

was incorporated as a limited company under the  
Companies Acts, 1929 and 1947,

on the **fourteenth** day of **May, 1948**

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**THE ROYAL NATIONAL INSTITUTE FOR THE DEAF**

Given under my hand at London, this **nineteenth** day of

**July** One thousand nine hundred and sixty two.

Certificate received by

*Mr. Sullivan for  
Freshfields*

Date. *23 July 1962*

*L. B. Cane*

Registrar of Companies.

1281

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

# THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

At the EXTRAORDINARY GENERAL MEETING of the above-named Company held on FRIDAY, the 9TH day of JULY, 1965, the following sub-joined Resolution was duly passed as a SPECIAL RESOLUTION:—

## RESOLUTION.

That the Articles of Association of the Institute be altered in manner following namely:—

1. By deleting from Article 6 the words "expiration of one year from the date of subscription" and by substituting therefor the words "31st day of March in the next succeeding year".

2. By deleting from Article 9 the words "in any year within 28 days after the anniversary of the payment of his first annual subscription" and by substituting therefor the words "(not being his first such subscription) before the 31st day of March in any year".

3. By deleting Article 37 and by substituting therefor the following new Article:—

"37. (a) The Council may at any time and from time to time confer upon any local authority institution agency society association or other body (whether corporate or unincorporated) concerned with the interests or welfare of the deaf the right to appoint a person (or, if so determined by the Council in any case or cases, two persons) of its choice (whether or not such person or persons shall be a member or members of the Institute) to be a member or members of the Council and to remove such person or persons from such office and appoint another or others thereto in his or their stead Provided Always that

- (i) the Council may at any time revoke such right whereupon the person or persons so appointed shall *ipso facto* vacate office;
- (ii) no resolution passed at any meeting of the Council at which the number of members of the Council appointed pursuant to this Article who are not members of the Institute constitute a majority of those present and entitled to vote thereat shall be valid;
- (iii) no person appointed to be a member of the Council pursuant to this Article shall be entitled to attend any meeting of the Council unless there has been paid in respect of him to the Institute by the body appointing him the annual sum of £1 1s. 0d. (unless he is himself a member of the Institute or such sum has been duly paid in respect of a person in whose stead he is appointed pursuant to this Article), such sum to be due and payable on the first exercise of the right aforesaid in accordance with the provisions of Sub-Article (b) hereof and thereafter in each succeeding year by the 31st day of March therein;
- (iv) no appointment to be a member of the Council pursuant to this Article of any person who is not a member of the Institute shall be capable of taking effect if the number of the members of the Council who are members of the Institute would, if such appointment were to take effect, then be less than four times the number of the members of the Council who are not members of the Institute; and
- (v) the total number of the persons capable of being appointed to be members of the Council pursuant to this Article shall (subject as provided by Sub-Article (c) hereof) be eighteen.

(b) Any appointment or removal under Sub-Article (a) hereof shall be made by instrument in writing signed on behalf of the body concerned by a duly authorised official thereof and shall (subject as provided by Sub-Article (a)(iv) hereof) take effect on the date on which such instrument is lodged at the Office.

(c) If, immediately following the Annual General Meeting held in any year, the number of the members of the Council in office who were elected thereto in accordance with the provisions of these Articles (and whether in that or in any preceding year) is less than twenty-seven, then and in any such case there shall, for all the purposes of Article 37, be deemed, during the ensuing period terminating with the next succeeding Annual General Meeting, to be substituted in Article 37 (a) (v), for the number "eighteen" therein appearing, that number which, when expressed as a fraction of the number of the members of the Council in office as aforesaid, is nearest to, but not greater than, two-thirds thereof, and the Council shall forthwith take such action (if any) pursuant to Article 37 (a) (i) as may be required to give effect to the provisions of this Sub-Article.

(d) Any member of the Council holding office at the date of adoption of this Article by virtue of the Article which it replaces shall be deemed for all purposes to have been appointed to such office pursuant to this Article."

4. By deleting from Article 38 the proviso in the first sentence, and by substituting therefor the words "provided that the number of the members of the Council holding office otherwise than pursuant to Article 37 would not thereby exceed twenty-seven (or such other number, not being less than twenty-seven, as may be determined by a General Meeting)"; and by inserting after the words "but he shall" in the second sentence thereof the words "(subject as provided by Article 55)".

5. By adding at the end of Paragraph (c) of Article 50 the words "save in the case of a member of the Council appointed pursuant to Article 37".

6. By deleting Paragraph (f) of Article 50 and by substituting therefor the following new paragraph:—

"(f) If he be absent from meetings of the Council for twelve months without leave of the Council unless the Council shall otherwise resolve."

7. By deleting Articles 51 to 58 inclusive and by substituting therefor the following new Articles respectively:—

"51. At the Annual General Meeting to be held in 1965 and in each subsequent year nine members of the Council for the time being shall retire from office (in addition to any members of the Council retiring from office pursuant to Article 38).

52. The members of the Council to retire in accordance with the provisions of Article 51 shall be those members (excepting those appointed pursuant to Article 37) who have been longest in office since their last election. As between members who were last elected to office on the same date the members to retire shall (unless they otherwise agree among themselves) be determined by lot.

53. A member of the Council retiring at an Annual General Meeting shall retain office until the close of the meeting or of any adjournment thereof. A member of the Council retiring as aforesaid shall (subject as provided by Article 55) be eligible for re-election.

54. (a) Subject as provided by Article 56, a postal ballot shall be conducted to enable any vacancies occasioned by the retirement from office of members of the Council pursuant to Article 38 or Article 51 or otherwise arising to be filled. For this purpose there shall be sent with the notice of every Annual General Meeting to be held after the date of the adoption of this Article a ballot form containing in alphabetical order the names of all candidates for office and indicating the number of vacancies occasioned or arising as aforesaid.

(b) A vote may be cast in favour of any candidate by placing a cross against his name in the space which shall be provided in the ballot form for the purpose. A member of the Institute entitled to vote in the ballot may vote for as many candidates as there are vacancies and no more. A ballot form must be signed by the member of the Institute voting thereby or by his attorney duly authorised or if such member is a corporation either have affixed thereto the common seal of such corporation duly attested or be signed on behalf of such corporation by an officer or attorney duly authorised and must be deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority at the Office (or at such other place within the United Kingdom as is specified for that purpose in the ballot form) not less than seven days before the day for which the Annual General Meeting is convened by the notice thereof accompanying the ballot form.

(c) The ballot form shall be in such form (consistent with the provisions of Sub-Articles (a) and (b) of this Article) as the Council shall approve.

(d) A ballot form:—

- (i) on which votes are given for more candidates than there are vacancies; or
- (ii) which is unmarked; or
- (iii) which is not duly signed or sealed; or
- (iv) which is not deposited at the Office (or at such other place within the United Kingdom as is specified for that purpose in the ballot form) at least seven days before the day for which the Annual General Meeting is convened by the notice thereof accompanying the ballot form

shall be void and not counted.

(e) A ballot form:—

- (i) on which a vote is marked elsewhere than in the proper place; or
- (ii) on which a vote is marked otherwise than by means of a cross; or
- (iii) on which more than one mark appears against a candidate's name

shall also be void and not counted unless it clearly appears that there was an intention to vote for one or more of the candidates, and, if so, then for which of them, in which case

such ballot form shall, provided that it would not fall to be treated as void and not counted by reason of any other provision contained in this Article, be counted and be deemed to have been duly completed in accordance with such intention.

(f) The Auditors for the time being of the Institute shall appoint two scrutineers, who shall in each case be either a partner of the firm or a member of the firm's staff, and who shall have full power to determine whether or not any ballot form is valid and who shall count and record all votes validly cast. In the event of disagreement between such scrutineers as to the validity of a ballot form or as to the number of votes cast the matter in dispute shall be referred to the solicitors for the time being of the Institute whose decision shall be final and binding. The scrutineers shall declare the number of votes validly cast in favour of each candidate to the Chairman of the Annual General Meeting convened by the notice sent to the members of the Institute with ballot forms, and shall submit to him a list of the candidates, showing first in order the name of the candidate who shall have received the largest number of votes, second in order the name of the candidate who shall have received the next largest number of votes, and so on. Those candidates shall stand elected whose number, when their names are taken in the order in which they appear on such list, equals the number of vacancies, provided that, in the case of two or more candidates receiving an equal number of votes, the Chairman shall have such number of further votes as may be necessary to resolve the election. The Chairman shall at the Annual General Meeting aforesaid declare duly elected those candidates elected members of the Council pursuant to the foregoing provisions of this Article.

(g) The period of office of each member of the Council elected pursuant to the foregoing provisions of this Article shall commence immediately following the close of the Annual General Meeting in question or of any adjournment thereof.

55. No person shall be eligible for election as a member of the Council unless not less than thirty-five days before the date appointed for the Annual General Meeting at which the result of such election is to be declared there shall have been delivered to or left at the Office (in the case of a member of the Council due to retire at such Annual General Meeting pursuant to Article 38 or Article 51) notice in writing signed by him signifying his intention to offer himself for re-election or (in the case of a person other than a member of the Council due to retire as aforesaid) a proposal in writing of such person for election signed by a member of the Institute duly qualified to attend and vote at such meeting and also notice in writing signed by that person of his willingness to be elected. To enable proposals to be made as aforesaid the Council shall not less than forty-nine days before each Annual General Meeting send to every member of the Institute notification in writing specifying the date on which it is intended to hold such Annual General Meeting and drawing attention to the rights and conditions as to the proposal of persons for election as members of the Council conferred by this Article.

56. If the number of the candidates for election as members of the Council eligible therefor in accordance with the provisions of Article 55 does not exceed the number of the vacancies available to be filled by election at any Annual General Meeting then in any such case no postal ballot shall be conducted as provided by Article 54 and all such candidates shall automatically stand elected as members of the Council at such Annual General Meeting. There shall be sent with the notice thereof notice to the members of the Institute that all such candidates will automatically stand elected thereat as aforesaid, and the Chairman shall thereat duly declare them elected accordingly. The period of office of each member of the Council elected pursuant to the foregoing provisions of this Article shall commence immediately following the close of the Annual General Meeting in question or of any adjournment thereof.

57. The Institute may from time to time in General Meeting increase or reduce the number of the members of the Council.

58. The Institute may by Extraordinary Resolution or pursuant and subject to the provisions of Section 184 of the Companies Act, 1948 remove any member of the Council before the expiration of his period of office and may (unless he was appointed pursuant to Article 37) by Ordinary Resolution appoint another person in his stead. Any person so appointed by Ordinary Resolution shall retain his office for as long, but only as long, as the member in whose place he is appointed would have held the same if he had not been removed and if he had for no other reason vacated the same."

E. D. D. DICKSON,

Chairman.



45 4169/32

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL.

RESOLUTION  
— OF —  
THE ROYAL NATIONAL INSTITUTE FOR  
THE DEAF

Passed 29th December, 1966.

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at the Council Room, National Institute for Social Work Training, Mary Ward House, 5, Tavistock Place, London, W.C.1, on 29th December, 1966, the following sub-joined Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

That the Articles of Association of the Institute be altered in manner following namely:—

A. By deleting Article 28 and by substituting therefor the following new Article:—

"28. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to be present or to vote on any question, either personally or by proxy, at any General Meeting. Provided that nothing contained in this Article shall require a proxy to be a member of the Institute."

B. By deleting from Article 35 the word "forty-five" and by substituting therefor the word "forty-seven".

C. By inserting in Article 37(c) after the word "twenty-seven" the words "excluding those appointed in accordance with Article 37 and the Honorary Treasurer or Treasurers elected in accordance with Article 41,".

D. By inserting in Article 38 after the words "Article 37" the words "and the Honorary Treasurer or Treasurers elected in accordance with Article 41".

E. By deleting Article 41 and by substituting therefor the following new Article:—

"41. The Council shall at the Annual Meeting of the Council in every year elect a Chairman and Vice-Chairman from among the members of the Council and an Honorary Treasurer or Treasurers from among the members of the Institute and may appoint any of its members to act as Honorary Officers in some special capacity. The persons so elected shall hold office until the following Annual Meeting of the Council when they shall retire but be eligible for re-election. Any casual vacancy in any Honorary Office shall be filled by the Council at their next meeting, but the person elected shall hold office only until the next Annual Meeting of the Council when he shall retire but be eligible for re-election. The Honorary Treasurer or Treasurers on being elected and/or re-elected to office shall *ipso facto* be appointed and/or re-appointed members of the Council."

F. By inserting in Article 52 after the words "Article 37" the words "and the Honorary Treasurer or Treasurers elected in accordance with Article 41".

G. By inserting in Article 58 after the words "Article 37" the words "or was the Honorary Treasurer or Treasurers elected in accordance with Article 41".

E. D. D. DICKSON,

Chairman.



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

ROYAL NATIONAL INSTITUTE FOR THE DEAF

Passed the 10th day of November 1971

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at 101 Gower Street London WC1E 6AH on the 10th day of November 1971 the following SPECIAL RESOLUTION was duly passed

SPECIAL RESOLUTION

" That the Articles of Association of the Institute be altered in manner following, that is to say:-

1. By deleting from Article 35 the words 'shall not be less than 15 nor more than 47' and by substituting therefor the words 'shall be 34 or 35'.

2. By deleting Article 37 and by substituting therefor the following new Article:-

' 37(a) The Council shall consist of 27 elected and 6 representative members all of whom (prior to their election or appointment in manner hereinafter set out) shall be qualified as members of the Institute in accordance with Article 6 together with the Honorary Treasurer or Treasurers (being not more than two in number) elected in accordance with Article 41 hereafter.

(b) The 27 elected members of the Council shall be divided into categories in manner hereinafter set out and no person shall be eligible for election to the Council in respect of a place reserved for members of a particular category unless he shall be duly qualified for election within that category in accordance with the provisions hereinafter contained and any member who shall lose such qualification for a continuous period of more than 30 days shall thereafter retire at the Annual General Meeting next following.

(c) Category 1

Nine places in the Council shall be reserved for persons qualified in one or more of the following manners:

(i) Persons holding a Certificate as a Social

REGISTRATION

with the Deaf issued by the Council for Training in Social Work or a Certificate or Diploma issued by the Deaf Welfare Examination Board

- (ii) Persons employed by any local authority in a Social Services Department
- (iii) Members of local authorities who are members of Social Services Committees

(d) Category 2

Three places on the Council shall be reserved for persons qualified in one or more of the following manners:

- (i) Persons recognised by the Department of Education and Science as teachers of deaf and partially hearing children
- (ii) Members of local authorities who are members of an Education Committee

(e) Category 3

Six places on the Council shall be reserved for persons qualified as a registered Medical Practitioner

(f) Category 4

The remaining nine elected members shall be elected from the general body of members of the Institute, and any member, whether or not qualified for election in respect of one of the categories set out above shall be eligible to stand for election as a member of the Fourth Category

- (g) No member shall be entitled to be nominated for election in more than one category at any one election but may if otherwise properly qualified be nominated for election on a subsequent occasion in a category different from that in which he was nominated on an earlier occasion

- (h) The 6 representative members of the Council shall be appointed in manner following:

- (i) One member shall be appointed by the Scottish Association for the Deaf
- (ii) One member shall be appointed by the North Regional Association for the Deaf
- (iii) One member shall be appointed by the Midland Regional Association for the Deaf
- (iv) One member shall be appointed by the West Regional Association for the Deaf
- (v) One member shall be appointed by the Welsh Association for the Deaf
- (vi) One member shall be appointed by the South East Regional Association for the Deaf

- (i) Notwithstanding the provisions of Article 27 every member of the Institute shall for the purpose of electing members of the Council of Management have as many votes as there are vacancies to be filled upon the Council, being one vote in respect of each vacancy.

3. By deleting from Article 38 the whole of the first sentence thereof and substituting therefor the words 'The Council may from time to time and at any time appoint any member of the Institute as a member of the Council to fill a casual vacancy for an elected member Provided that such member is duly qualified as hereinafore provided for election in the Category in respect of which such vacancy arises.'

4. By deleting Article 51 and substituting therefor the following new Article:-

'51 At the Annual General Meeting to be held in 1971 all members of the Council shall retire from office and thereafter in each subsequent year there shall retire from office (in addition to any members of the Council retiring from office pursuant to Articles 37 or 38) three members of the Council in Category 1, one member of the Council in Category 2, two members of the Council in Category 3 and three members of the Council in Category 4.

5. By inserting in Article 52 in the bracketed phrase after the word 'these' and before the word 'appointed' the words 'representative members'.

6. By inserting at the end of the first sentence of Article 59 the words 'Provided that a quorum shall consist of at least nine elected members'; and by deleting from Article 59 the second sentence thereof. "

By order of the Council of Management

*Roger Sydenham*

Roger Sydenham  
Secretary-General

I hereby certify this to be a true copy of the Minute of the Extraordinary General Meeting of the above Company duly convened and held at 101 Gower Street London WC1E 6AH on the 10th day of November 1971.

*Roger Sydenham*

THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

SPECIAL RESOLUTION

of

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

Passed 3rd October, 1973.

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at The Royal Society of Medicine, 1 Wimpole Street, London, W1M 8AE, on the 3rd day of October, 1973, the following SPECIAL RESOLUTION was passed:-

SPECIAL RESOLUTION

"That the Articles of Association of the Institute be altered in manner following, that is to say:

1. By deleting Article 6 and by substituting therefor the following new Article:

6. Any person shall be qualified to become a member of the Institute

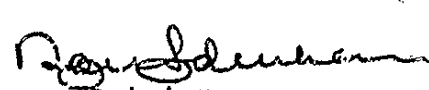
(i) who shall during any year be a subscriber to the funds of the Institute of an annual sum of £1.05p or upwards, but so that the qualification under this head shall only last till the 31st day of December in that year, or

(ii) who shall have been declared qualified to become a member by a Resolution of the Council.


2. By deleting from Article 37(h) the figure 6 and substituting the figure 7 and by the addition of the following sub-clause, that is to say:

(vii) one member shall be appointed by the Northern Ireland Regional Association for the Deaf"

By order of the Council of Management

  
Roger Sydenham  
Secretary-General

I HEREBY CERTIFY this to be a true copy of the Minutes of the Extraordinary General Meeting of the above Company duly convened and held at The Royal Society of Medicine, 1 Wimpole Street, London, W1M 8AE on the 3rd day of October, 1973.



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THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Special Resolution  
of  
The Royal National Institute for the Deaf

Passed the 6th day of October, 1976

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at The Royal Society of Medicine, 1 Wimpole Street, London W1M 8AE, on the 6th day of October, 1976, the following special Resolution was duly passed:

SPECIAL RESOLUTION

"That the Articles of Association of the Institute be altered in the manner following that is to say:

By deleting Article 6 and by substituting therefore the following new Article 6 -

Any person shall be qualified to become a member of the Institute

(i) who shall during any year be a subscriber to the funds of the Institute of an annual sum of not less than £2.50 but so that the qualification under this head shall only last until the 31st day of December in that year, or

(ii) who shall have been declared qualified to become a member by Resolution of the Council."

By Order of the Council of Management,

8

*Roger Sydenham*

ROGER SYDENHAM,  
Director.

I HEREBY CERTIFY this to be a true copy of the Minute of the Extraordinary General Meeting of the above Company duly convened and held at The Royal Society of Medicine, 1 Wimpole Street, London W1M 8AE on the 6th day of October, 1976.

*Roger Sydenham*  
ROGER SYDENHAM,  
Director.

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23  
office

THE COMPANIES ACTS 1948 to 1976  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL  
SPECIAL RESOLUTION

454169  
49

OF

ROYAL NATIONAL INSTITUTE FOR THE DEAF

Passed the 4th day of October 1978

At an EXTRAORDINARY GENERAL MEETING of the above named  
company duly convened and held at ~~101, Cannon Street~~ <sup>The Royal Society of Medicine,</sup>  
1 Wimpole Street, London WIM 8AE <sup>B</sup>  
~~XXXXXXXXXXXX~~ on the 4th day of October 1978 the  
following SPECIAL RESOLUTION was duly passed

SPECIAL RESOLUTION

That the Articles of Association of the Institute be altered in  
manner following, that is to say:-

1. By deleting Article 35 and by substituting therefor the following  
new Article:-

35. Until otherwise determined by a General Meeting, the number of  
the Members of the Council shall subject to Article 38 be thirty  
four or thirty five.

2. By deleting Article 37 and by substituting therefor the following  
new Article:-

37 (a) The Council shall consist of 27 elected and 6 representative  
members all of whom (prior to their election or appointment in manner  
hereinafter set out) shall be qualified as members of the Institute in  
accordance with Article 6 together with the Honorary Treasurer or  
Treasurers (being not more than two in number) elected in accordance  
with Article 41 hereafter. Provided that as regards the elected  
members:-

- (1) At least three places in the Council shall be reserved for persons  
qualified in one or more of the following manners:-

(i) Persons holding a Certificate as a Social Worker with the Deaf  
issued by the Central Council for Education and Training in Social  
Work or a Certificate or Diploma issued by the Deaf Welfare  
Examination Board

- (ii) Persons employed by any local authority in a Social Services Department
  - (iii) Members of local authorities who are members of Social Services Committees
- (2) At least three places on the Council shall be reserved for persons qualified in one or more of the following manners:-
- (i) Persons recognised by the Department of Education and Science as teachers of deaf and partially hearing children
  - (ii) Members of local authorities who are members of an Education Committee.
- (3) At least three places on the Council shall be reserved for persons qualified as a registered Medical Practitioner.
- (4) Any member elected to the Council by virtue of his or her being qualified in one of the above mentioned fields who shall lose such qualification for a continuous period of more than 30 days shall retire at the Annual General Meeting next following provided that nothing hereon combined shall prevent such member standing for election in his capacity as a member of the Institute.
- (b) The remaining elected members shall be elected from the general body of members of the Institute, and any member, whether or not qualified for election in respect of one of the categories set out above shall be eligible to stand for election as a member of the Fourth Category.
- (c) The 6 representative members of the Council shall be appointed in manner following:-
- (i) One member shall be appointed by the Scottish Association for the Deaf
  - (ii) One member shall be appointed by the North Regional Association for the Deaf.
  - (iii) One member shall be appointed by the Midland Regional Association for the Deaf.
  - (iv) One member shall be appointed by the West Regional Association for the Deaf
  - (v) One member shall be appointed by the Wales Council for the Deaf
  - (vi) One member shall be appointed by the South East Regional



Association for the Deaf.

(d) Notwithstanding the provisions of Article 27 every member of the Institute shall for the purpose of electing members of the Council of Management have as many votes as there are vacancies to be filled upon the Council, being one vote in respect of each vacancy.

3. By deleting Article 38 and by substituting therefor the following new Article:-

38. The Council may from time to time and at any time appoint any member of the Institute as a member of the Council either to fill a casual vacancy or by way of addition to the Council provided that in the event of any casual vacancy resulting in there being less than three places occupied by the appropriately qualified persons specified in clauses (a) (1) (2) or (3) of Article 37 hereof such a vacancy should be filled by an appropriately qualified person. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall (subject as provided by Article 55) then be eligible for re-election.


4. By deleting Article 51 and by substituting therefor the following new Article:-

51. At the Annual General Meeting to be held in 1979 all members of the Council shall retire from office and thereafter in each subsequent year there shall retire from office (in addition to any members of the Council retiring from office pursuant to Articles 37 or 38) one third of each of the members of the Council occupied by persons specified in Clauses (a) (1) (2) and (3) of Article 37 hereof and one third of all other elected members provided that if the number of persons in any one category is not three or a multiple of three then the number nearest one third shall retire from office.

By order of the Council of Management

  
Roger Sydenham  
Director and Secretary

I hereby certify this to be a true copy of the Minutes of the Extraordinary General Meeting of the above Company duly convened and held at The Royal Society of Medicine, 1 Wimpole Street, London W1M 8AE on the 4th day of October 1978

  
Roger Sydenham  
Director and Secretary



## COMPANIES FORM No. 386

**Notice of passing of resolution  
removing an auditor****386**Please do not  
write in  
this margin

Pursuant to section 386 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[1616]

454169

Name of company

\* Insert full name  
of company

\* THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

gives notice that by a resolution passed at a general meeting of the company

on 2 OCTOBER 19 85

§ Insert name  
and address of  
removed auditor(s)

§ MYERS DAVIES &amp; CO

of 15/17 CITY ROAD, 3RD FLOOR, LONDON

Postcode: EC1Y 1AA

ø delete or  
complete as  
appropriatewas removed as auditor before the expiration of his term of office, with effect from  
[the passing of the resolution]ø

[ 2 OCTOBER 19 85 ]ø

† delete as  
appropriate

Signed

  
J F M GREAR

[Director][Secretary]† Date 16 December 1985

Presentor's name address and  
reference (if any):For official Use  
General Section

Post room



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Companies G386

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# THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

105 Gower Street London WC1E 6AH Telephone 01-387 8033

No. of Company: 454169

THE COMPANIES ACT 1983

Company Limited by Shares

## SPECIAL RESOLUTION

of The Royal National Institute for the Deaf

At an Extraordinary General Meeting of the above-named Company duly convened and held at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD on 15th October 1986 the following Resolution was duly proposed and passed as a Special Resolution:-

### SPECIAL RESOLUTION

That the Articles of Association of the Institute be altered in the manner following that is to say:

By deleting Article 71 and by substituting the following new Article 71:

Once at least in every year the Council shall lay before the Institute in General Meeting an Income & Expenditure and such other relevant Accounts for the period to March 31st of that year together with a Balance Sheet made up to that date. Every such set of Accounts and Balance Sheet shall be accompanied by a Report of the Council and a Report of the Auditors. A copy of such Accounts, Balance Sheet and Report shall not less than twenty-one days before the date of the Annual General Meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be read before the Annual General Meeting as required by Section 241 (2) of the Companies Act 1985.

By Order of the Council of Management,

MICHAEL WHITLAM

Secretary



President: The Rt Hon the Lord Chalfont, PC, OBE, MC, FRSA  
Vice-Presidents: Sir Robert Armstrong, GCB, CVO Sir Peter Baldwin, KCB Michael Reed, OBE Sir John Rodgers, Bt, DL, FRSA Lady Wright  
Chairman: Mrs Winifred Tumim, JP Vice-Chairman: Air Vice-Marshal P F King, OBE, QHS, FRCS(E)  
Honorary Treasurer: Jack Shapiro  
Chief Executive: Michael Whitlam  
Registered office as above. Registered Number 454169 (England). A Company limited by guarantee and not having a share capital.

454169

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**THE COMPANIES ACTS 1929 to 1947  
AND  
THE COMPANIES ACTS 1948 to 1976**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**Memorandum**  
and  
**Articles of Association**  
of

**THE ROYAL NATIONAL INSTITUTE FOR THE DEAF**

(As altered by Special Resolutions passed on the 4th day of July 1952, the  
9th day of July 1965, the 28th day of December 1966, the 10th day of  
November 1971, the 3rd day of October 1973, the 6th day of October 1976  
and the 4th day of October 1978)

**Incorporated on the 14th day of May 1948**

**Reprinted incorporating alterations in November 1978**



**THE COMPANIES ACTS 1929 to 1947  
AND  
THE COMPANIES ACTS 1948 to 1976**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**Memorandum**  
and  
**Articles of Association**  
of

**THE ROYAL NATIONAL INSTITUTE FOR THE DEAF**

(As altered by Special Resolutions passed on the 4th day of July 1962, the  
9th day of July 1965, the 29th day of December 1966, the 10th day of  
November 1971, the 3rd day of October 1973, the 6th day of October 1976  
and the 4th day of October 1978)

**Incorporated on the 14th day of May 1948**

**Reprinted incorporating alterations in November 1978**

No. 454169

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CERTIFICATE OF INCORPORATION

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I HEREBY CERTIFY that The National Institute for the Deaf (the word "Limited" being omitted by License of the Board of Trade), is this day Incorporated under the Companies Acts 1929 and 1947.

GIVEN under my hand at London, this Fourteenth day of MAY One thousand nine hundred and forty-eight.

J. D. TODD,

for Registrar of Companies.

Seal

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 18 of the Companies Act, 1929

---

W H E R E A S it has been proved to the Board of Trade that The National Institute for the Deaf which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

N O W, T H E R E F O R E, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seventeen members thereof on the 9th day of April, 1948, do by this licence direct The National Institute For The Deaf to be registered with limited liability, without the addition of the word "Limited" to its name.

S I G N E D by order of the Board of Trade, this Twenty-third day of April, 1948.

H. L. PETERKEN,

Authorised in that behalf by the President of the Board of Trade

THE COMPANIES ACT, 1948

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

SPECIAL RESOLUTION

- of -

THE NATIONAL INSTITUTE FOR THE  
DEAF

---

At the ANNUAL GENERAL MEETING of the above-named  
Company duly convened and held at 105, Gower Street, London WC 1,  
on the 13th day of July, 1962, the following RESOLUTION was  
duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION.

THAT at the command of Her Majesty The Queen and with the  
consent of the Board of Trade the name of the Institute be  
changed to THE ROYAL NATIONAL INSTITUTE FOR THE DEAF.

G.W. LILBURN,  
Secretary of the above-named Company.



No. 454169

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CERTIFICATE OF INCORPORATION ON  
CHANGE OF NAME

---

W H E R E A S

THE NATIONAL INSTITUTE FOR THE DEAF (the word "LIMITED" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Acts, 1929 and 1947, on the fourteenth day of May, 1948.

A N D W H E R E A S by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

N O W T H E R E F O R E I hereby certify that the Company is a limited company incorporated under the name of THE ROYAL NATIONAL INSTITUTE FOR THE DEAF.

G I V E N under my hand at London, this nineteenth day of July One thousand nine hundred and sixty two.

W.B. LANGFORD,  
Registrar of Companies.

THE COMPANIES ACTS, 1929 and 1947

and

THE COMPANIES ACTS, 1948 to 1976

---

COMPANY LIMITED BY GUARANTEE AND NOT HAVING

A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

- of -

THE ROYAL NATIONAL INSTITUTE FOR

THE DEAF.

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1. The name of the Company (hereinafter called "the Institute") is "The National Institute For The Deaf."\*

2. The registered office of the Institute will be situate in England.

3. The objects for which the Institute is established are:-

(A) To acquire the property, business and undertaking of the existing unincorporated association, known as the National Institute for the Deaf, whose office is at 105 Gower Street, in the County of London, or such part of such property, business and undertaking as can be legally vested in the Institute, and to carry on the work of the said Association, and to hold and administer all charitable funds now held and administered by it.

(B) To promote and encourage the prevention and mitigation of deafness and the better treatment, education, training employment and welfare of the deaf (which expression in this Memorandum includes, where the context so admits, persons who though not totally lacking, or defective in, the sense of hearing are suffering from conditions which may produce or conduce to the total lack of or a defect in the sense of hearing), and generally to promote, safeguard and protect the interests and welfare of the deaf.

\* Name changed to "The Royal National Institute For The Deaf" on the 19th day of July, 1962, pursuant to a Special Resolution passed on the 13th day of July, 1962.

- \*  
See 31(a)
- (C) To bring together in council representatives of the various national and local bodies engaged in promoting or protecting the welfare of the deaf, together with representatives of public opinion and persons engaged in general social welfare work.
  - (D) To support, financially or otherwise, and co-operate with local and other bodies, institutions, agencies, societies or associations, incorporated or unincorporated, engaged in any work for the welfare of the deaf.
  - (E) To promote or support, financially or otherwise, the training of teachers of and welfare workers for the deaf.
  - (F) To promote, oppose and watch over legislation affecting the deaf, and to promote, support and assist the carrying into effect of any legislation affecting the deaf.
  - (G) To provide facilities for social intercourse between deaf persons, and for this purpose to establish, maintain, manage and assist, financially or otherwise, clubs for deaf persons, provided always that any such facilities or clubs shall be for the benefit of deaf persons generally and shall not be restricted, directly or indirectly, to members of the Institute.
  - (H) To establish, maintain and manage institutions, homes, hostels, rest houses and holiday homes or camps for the treatment, care or benefit of the deaf, and to assist the deaf, financially or otherwise, in obtaining medical or surgical advice or treatment.
  - (I) To assist deaf persons (not being members of the Institute), financially or otherwise, in obtaining technical, professional or general education, and to establish, maintain and manage colleges, schools and classes for the technical, professional or general education of the deaf, and to provide, financially or otherwise, for the delivery and holding of lectures, exhibitions, public meetings, classes, concerts and conferences calculated, directly or indirectly, to advance the cause of such education.
  - (J) To assist the deaf in obtaining employment or establishing themselves in trades, professions or occupations by establishing employment bureaux or departments or by granting financial assistance or otherwise.
  - (K) To conduct and encourage or support, financially or otherwise, investigation or research into the

causes, prevention, cure, mitigation or treatment of deafness or into any matter concerned with the welfare of the deaf and to collect, publish and distribute information thereon in the United Kingdom or elsewhere.

- (L) To encourage and support, financially or otherwise the discovery of, and to investigate and make known the nature, qualities and effects, of inventions which are or may be considered capable of being applied, directly or indirectly, to the prevention, cure, mitigation or treatment of deafness or for purposes, beneficial or advantageous to the deaf, and to acquire any patents, licences or other protection covering any such invention.
- (M) To appeal for, raise, collect, expend, invest and accumulate funds, income and other property, and to receive subscriptions, donations, and legacies for the purposes aforesaid, and to undertake and carry out propaganda work of all descriptions for making known the objects of the Institute obtaining funds for carrying out such objects, co-ordinating the efforts and activities of all persons and bodies engaged in or interested in securing the welfare of the deaf or the prevention, cure, amelioration or treatment of deafness, and generally furthering the objects of the Institute.
- (N) To undertake and execute any trusts established or constituted wholly or partially for the prevention, cure, mitigation or treatment of deafness or for benefiting the deaf or any particular deaf person or class of deaf persons or his or their dependents, and to establish, superintend, administer and contribute to any charitable funds established for the like purposes, and to give charitable aid to any deaf person or the dependents of any deaf person who may be in poor financial circumstances, and who is or are not a member or members of the Institute.
- (O) To grant pensions or gratuities to any employees or ex-employees of the Institute or dependents of any such persons, and to establish or support funds and trusts which may be considered calculated to benefit any such persons: Provided that such persons shall not at the time of receiving such pensions or gratuities be members of the Institute.
- (P) Subject to the provisions of Section 14 of the Companies Act, 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute 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 Institute.

- (Q) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.
- (R) To undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects.
- (S) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit.
- (T) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (U) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (V) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Institute 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 Institute would make it a Trade Union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Institute 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 Managers or Trustees of the Institute 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall as

regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute 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 the members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Institute in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 Institute 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 £1.05.

9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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ROBERT SCOTT STEVENSON, 31 Harley Street, London W.1.  
Consulting Surgeon.

EDWARD EVANS, 123 Warwell Lane, Pinner, Middx. Member of Parliament.

WILLIAM ALFRED TOOKEY, 70 Victoria Street, Westminster,  
Consulting Engineer.

HUMPHREY MAJOR AINGER, 19 Davenant Road, Oxford, Clerk in Holy Orders.

GILBERT WINDER MAYFIELD, 6 Westbourne Avenue, Hull, Paint Manufacturer.

JOHN SPALDING, Royal Residential Schools for the Deaf, Old Trafford, Manchester 16. Headmaster.

LOUIS BAYLISS, Brynwen, Newbridge-on-Wye, Rads. Schoolmaster.

GEORGE EDWARD ROBINSON, 58 Garston Old Road, Grassendale, Liverpool 19. Chief Welfare Officer.

HENRY ERIC ASHTON, 23 Hemyock Road, Wesley Hill, Birmingham 29. Welfare Officer.

ERNEST WILLIAM WOODHEAD, Springfield, Maidstone, County Education Officer, Kent.

ALAN FAIRBAIRN MACKENZIE, 65 Banbury Road, Oxford. Clerk in Holy Orders.

MARY GRACE WILKINS, 39 Sydney Buildings, Bath. Teacher of Deaf.

MARGARET FRANCES AWDRY, c/o Lt.-Col. R.W. Awdry, Eastcroft House, Devizes, Wilts. County Alderman for Wilts.

GEORGE ALBERT SCHOFIELD, 135 Grosvenor Street, Manchester 1. Welfare Officer for the Deaf.

ROBERT STAVERS OLOMAN, Bootham House, York. Welfare Officer for the Deaf.

ALEXANDER WATSON TAYLOR, 11 Grosvenor Mount, Leeds, Welfare Officer for the Deaf.

JOSEPH HILL, 102 West Park Drive, Blackpool (Local Authority).

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DATED this 9th day of April 1948.

WITNESS to the above signatures:-

N.G. DEVONSHIRE,  
14 Bedford Row, W.C.1. (Solicitor).



THE COMPANIES ACTS, 1929 AND 1947

- AND -

THE COMPANIES ACTS, 1948 TO 1976

---

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

- OF -

THE ROYAL NATIONAL INSTITUTE FOR  
THE DEAF.

(As altered by Special Resolutions passed on the 4th day of July 1952, the 9th day of July 1965, the 29th day of December 1966, the 10th day of November 1977, the 3rd day of October 1973, the 6th day of October 1976 and the 4th day of October 1978)

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GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
The Act	The Companies Act 1929
These presents	These Articles of Association, and the regulations of the Institute from time to time in force.
The Institute	The above named Institute.
The Council	The Council of Management for the time being of the Institute.

## WORDS

## MEANINGS

The Office	The registered office of the Institute.
The Seal	The common seal of the Institute
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Institute shall, if not consistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Institute proposes to be registered is 500, but the Council may from time to time register an increase of members.

3. The provisions of Section 95 of the Act shall be observed by the Institute, and every member of the Institute shall sign a written consent to become a member.

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

5. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the provisions hereinafter contained shall be members of the Institute.

### QUALIFICATION FOR MEMBERSHIP.

6. Any person shall be qualified to become a member of the Institute

(i) who shall during any year be a subscriber to the funds of the Institute of an annual sum of not less than £2.50 but so that the qualification under this head shall only last until the 31st day of December in that year, or

(ii) who shall have been declared qualified to become a member by Resolution of the Council.

## COMMENCEMENT AND TERMINATION OF MEMBERSHIP.

7. If any person qualified under the provisions of the last preceding Article shall by notice in writing signify to the Institute his desire to become a member of the Institute his name shall be entered forthwith in the register of members, and he shall thereupon become a member.

8. Any member of the Institute may retire therefrom by notice in writing to the Institute, and upon receipt of such notice from any member his name shall be removed from the register of members, and he shall thereupon cease to be a member.

9. If any member whose sole qualification for membership consists of the payment of an annual subscription shall fail to pay his annual subscription (not being his first such subscription) before the 31st day of March in any year, such member shall upon a resolution in that behalf of the Council cease to be a member, and notice thereof shall be given to him and his name shall be removed from the register of members: Provided that the Council may in their discretion and for what shall seem to them to be sufficient reason in any case or class of cases delay the passing of any such resolution as long as they shall think fit or rescind in whole or part any resolution so passed, and in the latter case the person or class of persons in question shall, upon signing a written consent to be re-admitted and paying any arrears of subscriptions due from him or them, again become a member or members, and the register shall be altered accordingly.

10. The rights and privileges of a member shall be personal to himself and not transferable or transmissible, and shall cease on his death or in case of a corporation on its dissolution or ceasing to exist.

## HONORARY MEMBERS.

11. The Council may appoint any persons consenting thereto to be Corresponding or Honorary Members of the Institute, either under that title or such other title and for such period and with such powers as may be approved by the Council from time to time. Corresponding or Honorary Members shall not as such be members of the Institute within the meaning of the Memorandum of Association and these Articles, nor have any share in the management, nor any right to receive notice of or be present or vote at General Meetings.

## GENERAL MEETINGS.

12. The first General Meeting of the Institute shall be held at such time not being less than one month nor more than three months from the incorporation of the Institute and at such place as the Council may determine.

13. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

14. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary Meetings.

15. The Council may whenever they think fit convene an Extraordinary Meeting, and the Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

16. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, and to any statutory provisions for the time being in force relating to the convening of Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents entitled to receive such notices from the Institute; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as may be prescribed by statute, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

17. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

19. 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 Chairman shall appoint, and if at such

adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The President, or failing him, the Chairman, or failing him, the Vice-Chairman, of the Institute shall preside as Chairman at every General Meeting, but, if there be no such officer, or, if at any General Meeting neither the President nor the Chairman nor the Vice-Chairman of the Institute be present within five minutes after the time appointed for holding the meeting and willing to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, the members present shall choose one of their number who shall be present to preside.

21. The Chairman of any General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman of the meeting or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

23. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

27. Subject as hereinafter provided, every member shall have one vote.

28. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and any other sum, (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to be present or to vote on any question, either personally or by proxy, at any General Meeting. Provided that nothing contained in this Article shall require a proxy to be a member of the Institute.

29. Any corporation which is a member of the Institute may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Institute and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Institute.

30. 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. A corporation may vote by its duly authorised representative.

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

32. 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 proposes 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.

33. 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.

34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"THE ROYAL NATIONAL INSTITUTE FOR THE DEAF.

"I, ,  
"of ,  
"a member of THE ROYAL NATIONAL INSTITUTE FOR ,  
"THE DEAF hereby appoint ,  
"of ,  
"and failing him, ,  
"of ,  
"to vote for me and on my behalf at the ,  
"(Annual or Extraordinary, as the case may ,  
"be) General Meeting of the Institute to be ,  
"held on the day of ,  
"and at every adjournment thereof.

"As witness my hand this day of 19 ."

#### COUNCIL OF MANAGEMENT

35. Until otherwise determined by a General Meeting, the number of the Members of the Council shall subject to Article 38 be thirty four or thirty five.

36. The first members of the Council shall be the subscribers to the Memorandum of Association.

✓37. (a) The Council shall consist of 27 elected and 6 representative members all of whom (prior to their election or appointment in manner hereinafter set out) shall be qualified as members of the Institute in accordance with Article 6 together with the Honorary Treasurer or Treasurers (being not more than two in number) elected in accordance with Article 41 hereafter. Provided that as regards the elected members:-

(1) At least three places in the Council shall be reserved for persons qualified in one or more of the following manners:-

(i) Persons holding a Certificate as a Social Worker with the Deaf issued by the Central Council for Education and Training in Social Work or a Certificate or Diploma issued by the Deaf Welfare Examination Board

(ii) Persons employed by any local authority in a Social Services Department

(iii) Members of local authorities who are members of Social Services Committees

(2) At least three places on the Council shall be reserved for persons qualified in one or more of the following manners:-

(i) Persons recognised by the Department of Education and Science as teachers of deaf and partially hearing children

(ii) Members of local authorities who are members of an Education Committee.

(3) At least three places on the Council shall be reserved for persons qualified as a registered Medical Practitioner.

(4) Any member elected to the Council by virtue of his or her being qualified in one of the above mentioned fields who shall lose such qualification for a continuous period of more than 30 days shall retire at the Annual General Meeting next following provided that nothing hereon combined shall prevent such member standing for election in his capacity as a member of the Institute.

(b) The remaining elected members shall be elected from the general body of members of the Institute, and any member, whether or not qualified for election in respect of one of the categories set out above shall be eligible to stand for election as a member of the Fourth Category.

(c) The 6 representative members of the Council shall be appointed in manner following:-

(i) One member shall be appointed by the Scottish Association for the Deaf

(ii) One member shall be appointed by the North Regional Association for the Deaf.

(iii) One member shall be appointed by the Midland Regional Association for the Deaf.

(iv) One member shall be appointed by the West Regional Association for the Deaf.

(v) One member shall be appointed by the Wales Council for the Deaf.

(vi) One member shall be appointed by the South East Regional Association for the Deaf.

(d) Notwithstanding the provisions of Article 27 every member of the Institute shall for the purpose of electing members of the Council of Management have as many votes as there are vacancies to be filled upon the Council, being one vote in respect of each vacancy.

38. The Council may from time to time and at any time appoint any member of the Institute as a member of the Council either to fill a casual vacancy or by way of addition to the Council provided that in the event of any casual vacancy resulting in there being less than three places occupied by the appropriately qualified persons specified in clauses (a) (1) (2) or (3) of Article 37 hereof such a vacancy should be filled by an appropriately qualified person. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall (subject as provided by Article 55) then be



eligible for re-election.

39. Save as hereinbefore expressly provided, no person who is not a member of the Institute shall in any circumstances be eligible to hold office as a member of the Council.

#### HONORARY OFFICERS

40. The Honorary Officers of the Institute shall consist of a Patron, a President, a Chairman and Vice-Chairman and an Honorary Treasurer, or at the discretion of the Council two Honorary Treasurers.

"41. The Council shall at the Annual Meeting of the Council in every year elect a Chairman and Vice-Chairman from among the members of the Council and an Honorary Treasurer or Treasurers from among the members of the Institute and may appoint any of its members to act as Honorary Officers in some special capacity. The persons so elected shall hold office until the next following Annual Meeting of the Council when they shall retire but be eligible for re-election. Any casual vacancy in any Honorary Office shall be filled by the Council at their next meeting but the person elected shall hold office only until the next Annual Meeting of the Council when he shall retire but be eligible for re-election. The Honorary Treasurer or Treasurers on being elected and/or re-elected to office shall ipso facto be appointed and/or re-appointed members of the Council."

#### SECRETARY AND OTHER PERMANENT OFFICERS

42. The Council shall from time to time appoint a Secretary and may also appoint such other permanent officers of the Institute as they think fit and may fix the term for which such officers are respectively to hold office and fix their remuneration and prescribe their duties. No member of the Council shall be eligible for or appointed to any salaried office of the Institute or any office paid by fees.

43. Any salaried officer of the Institute shall (subject to the terms of any contract between him and the Institute) hold office at the pleasure of the Council.

#### POWERS OF THE COUNCIL

44. The business of the Institute 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 Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Act or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations,

being not inconsistent with aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

45. 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 in number to less than the number prescribed by or in accordance with these presents, as required to form a quorum for a meeting of the Council, it shall be lawful for them to act as the Council for the purpose of declaring persons to be qualified to become members, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

46. The Council may authorise the repayment by the Institute to members of the Council of all or any out-of-pocket expenses properly and reasonably incurred by them in the performance of their duties or in connection with the affairs of the Institute and in that event such members shall be repaid such out-of-pocket expenses accordingly.

47. The Council may exercise all the powers of the Institute to borrow or raise money and to mortgage or charge its property and assets and to issue debentures, debenture stock and other securities.

48. The Council may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

#### THE SEAL

49. The seal of the Institute shall not be fixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

50. The office of a member of the Council shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If he ceases to be a member of the Institute save in the case of a member of the Council appointed pursuant to Article 37.

- (D) If by notice in writing to the Institute he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act.
- (F) If he be absent from meetings of the Council for twelve months without leave of the Council unless the Council shall otherwise resolve.

#### ROTATION OF MEMBERS OF THE COUNCIL

51. At the Annual General Meeting to be held in 1979 all members of the Council shall retire from office and thereafter in each subsequent year there shall retire from office (in addition to any members of the Council retiring from office pursuant to Articles 37 or 38) one third of each of the members of the Council occupied by persons specified in Clauses (a) (1) (2) and (3) of Article 37 hereof and one third of all other elected members provided that if the number of persons in any one category is not 3 or a multiple of 3 then the number nearest one third shall retire from office.

52. The members of the Council to retire in accordance with the provisions of Article 51 shall be those members (excepting those representative members appointed pursuant to Article 37 and the Honorary Treasurer or Treasurers elected in accordance with Article 41) who have been longest in office since their last election. As between members who were last elected to office on the same date the members to retire shall (unless they otherwise agree among themselves) be determined by lot.

53. A member of the Council retiring at an Annual General Meeting shall retain office until the close of the meeting or of any adjournment thereof. A member of the Council retiring as aforesaid shall (subject as provided by Article 55) be eligible for re-election.

54.(a) Subject as provided by Article 56, a postal ballot shall be conducted to enable any vacancies occasioned by the retirement from office of members of the Council pursuant to Article 38 or Article 51 or otherwise arising to be filled. For this purpose there shall be sent with the notice of every Annual General Meeting to be held after the date of the adoption of this Article a ballot form containing in alphabetical order the names of all candidates for office and indicating the number of vacancies occasioned or arising as aforesaid.

(b) A vote may be cast in favour of any candidate by placing a cross against his name in the space which shall be provided in the ballot form for the purpose. A member of the Institute entitled to vote in the ballot may vote for as many candidates as there are vacancies and no more. A ballot form must be signed by the member of the Institute voting thereby or by his attorney duly authorised or if such member is a corporation either have affixed thereto the common seal of such corporation duly attested or be signed on behalf of such

corporation by an officer or attorney duly authorised and must be deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority at the Office (or at such other place within the United Kingdom as is specified for that purpose in the ballot form) not less than seven days before the day for which the Annual General Meeting is convened by the notice thereof accompanying the ballot form.

(c) The ballot form shall be in such form (consistent with the provisions of Sub-Articles (a) and (b) of this Article) as the Council shall approve.

(d) A ballot form:-

- (i) on which votes are given for more candidates than there are vacancies; or
- (ii) which is unmarked; or
- (iii) which is not duly signed or sealed; or
- (iv) which is not deposited at the Office (or at such other place within the United Kingdom as is specified for that purpose in the ballot form) at least seven days before the day for which the Annual General Meeting is convened by the notice thereof accompanying the ballot form

shall be void and not counted.

(e) A ballot form:-

- (i) on which a vote is marked elsewhere than in the proper place; or
- (ii) on which a vote is marked otherwise than by means of a cross; or
- (iii) on which more than one mark appears against a candidate's name.

shall also be void and not counted unless it clearly appears that there was an intention to vote for one or more of the candidates, and, if so, then for which of them, in which case such ballot form shall, provided that it would not fall to be treated as void and not counted by reason of any other provision contained in this Article, be counted and be deemed to have been duly completed in accordance with such intention.

(f) The Auditors for the time being of the Institute shall appoint two scrutineers, who shall in each case be either a partner of the firm or a member of the firm's staff, and who shall have full power to determine whether or not any ballot form is valid and who shall count and record all votes validly cast. In the event of disagreement between such scrutineers as to the validity of a ballot form or as to the number of votes cast

the matter in dispute shall be referred to the solicitors for the time being of the Institute whose decision shall be final and binding. The scrutineers shall declare the number of votes validly cast in favour of each candidate to the Chairman of the Annual General Meeting convened by the notice sent to the members of the Institute with ballot forms, and shall submit to him a list of the candidates, showing first in order the name of the candidate who shall have received the largest number of votes, second in order the name of the candidate who shall have received the next largest number of votes, and so on. Those candidates shall stand elected whose number, when their names are taken in the order in which they appear on such list, equals the number of vacancies, provided that, in the case of two or more candidates receiving an equal number of votes, the Chairman shall have such number of further votes as may be necessary to resolve the election. The Chairman shall at the Annual General Meeting aforesaid declare duly elected those candidates elected members of the Council pursuant to the foregoing provisions of this Article.

(g) The period of office of each member of the Council elected pursuant to the foregoing provisions of this Article shall commence immediately following the close of the Annual General Meeting in question or of any adjournment thereof.

55. No person shall be eligible for election as a member of the Council unless not less than thirty-five days before the date appointed for the Annual General Meeting at which the result of such election is to be declared there shall have been delivered to or left at the Office (in the case of a member of the Council due to retire at such Annual General Meeting pursuant to Article 38 or Article 51) notice in writing signed by him signifying his intention to offer himself for re-election or (in the case of a person other than a member of the Council due to retire as aforesaid) a proposal in writing of such person for election signed by a member of the Institute duly qualified to attend and vote at such meeting and also notice in writing signed by that person of his willingness to be elected. To enable proposals to be made as aforesaid the Council shall not less than forty-nine days before each Annual General Meeting send to every member of the Institute notification in writing specifying the date on which it is intended to hold such Annual General Meeting and drawing attention to the rights and conditions as to the proposal of persons for election as members of the Council conferred by this Article.

56. If the number of the candidates for election as members of the Council eligible therefor in accordance with the provisions of Article 55 does not exceed the number of the vacancies available to be filled by election at any Annual General Meeting then in any such case no postal ballot shall be conducted as provided by Article 54 and all such candidates shall automatically stand elected as members of the Council at such Annual General Meeting. There shall be sent with the notice thereof notice to the members of the Institute that all such candidates will automatically stand elected thereat as aforesaid, and the Chairman shall thereat duly declare them elected accordingly.

The period of office of each member of the Council elected pursuant to the foregoing provisions of this Article shall commence immediately following the close of the Annual General Meeting in question or of any adjournment thereof.

57. The Institute may from time to time in General Meeting increase or reduce the number of the members of the Council.

58. The Institute may by Extraordinary Resolution or pursuant and subject to the provisions of Section 184 of the Companies Act 1948 remove any member of the Council before the expiration of his period of office and may (unless he was appointed pursuant to Article 37 or was the Honorary Treasurer or Treasurers elected in accordance with Article 41) by Ordinary Resolution appoint another person in his stead. Any person so appointed by Ordinary Resolution shall retain his office for as long, but only as long, as the member in whose place he is appointed would have held the same if he had not been removed and if he had for no other reason vacated the same.

#### PROCEEDINGS OF THE COUNCIL

59. Subject to any express provisions of these Articles, the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business provided that a quorum shall consist of at least nine elected members.

60. The Annual Meeting of the Council in each year shall be held at such time, not being more than fifteen months after the date of the last Annual Meeting of the Council, as the Council may determine.

61. Any five members of the Council may, and on the request of any five 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 abroad shall not be entitled to notice of a meeting.

62. The Chairman, or failing him for any reason the Vice-Chairman, shall preside at all meetings of the Council but, if there be no such officer, or, if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number who shall be present to be Chairman of the meeting.

63. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally.

64. The Council may delegate any of their powers to committees

consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the execution 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 presents 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 as aforesaid.

65. All acts bona fide done by any meeting of the Council or of any committee of the Council, 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 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 and was qualified to be a member of the Council.

66. 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 Institute and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

67. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council 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.

#### ACCOUNTS

68. The Council shall cause proper and sufficient books of account to be kept with respect to:-

- (A) All sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (B) All sales and purchases of goods by the Institute;  
and
- (C) The assets and liabilities of the Institute.

69. The books of account shall be kept at the office, or 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.

70. The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time

and manner of the inspection by the members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.

71. Once at least in every year the Council shall lay before the Institute in General Meeting an Income & Expenditure and such other relevant Accounts for the period to March 31st of that year together with a Balance Sheet made up to that date. Every such set of Accounts and Balance Sheet shall be accompanied by a Report of the Council and a Report of the Auditors. A copy of such Accounts, Balance Sheet and Report shall not less than twenty-one days before the date of the Annual General Meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be read before the Annual General Meeting as required by Section 241 (2) of the Companies Act 1985.

#### AUDIT

72. Once at least in every year the accounts of the Institute 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.

73. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act, or any statutory modification or re-enactment thereof for the time being in force, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES

74. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

75. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

76. Any notice, if served by post, shall be deemed to have been served on the 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 letter.

#### DISSOLUTION

77. The provisions of Clause 9 of the Memorandum relating to the winding up and dissolution of the Institute shall have effect in the same manner and to the same extent in all respects as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

ROBERT SCOTT STEVENSON, 31 Harley Street, London, W.1.,  
Consulting Surgeon.

EDWARD EVANS, 128 Warwell Lane, Pinner, M/x., Member of  
Parliament.

WILLIAM ALFRED TOOKEY, 70 Victoria Street, Westminster,  
Consulting Engineer.

HUMPHREY MAJOR AINGER, 19 Davenant Road, Oxford, Clerk  
in Holy Orders.

GILBERT WINDER MAYFIELD, 6 Westbourne Avenue, Hull,  
Paint Manufacturer.

JOHN SPALDING, Royal Residential Schools for the Deaf,  
Old Trafford, Manchester, 16, Headmaster.

LOUIS BAYLISS, Brynwen, Newbridge-on-Wye, Rads.,  
Schoolmaster.

GEORGE EDWARD ROBINSON, 58 Garston Old Road, Grassendale,  
Liverpool 19, Chief Welfare Officer.

HENRY ERIC ASHTON, 23 Hemyock Road, Wesley Hill,  
Birmingham 29, Welfare Officer.

ERNEST WILLIAM WOODHEAD, Springfield, Maidstone, County  
Education Officer, Kent.

ALAN FAIRBAIRN MACKENZIE, 65 Banbury Road, Oxford, Clerk  
in Holy Orders.

MARY GRACE WILKINS, 39 Sydney Bdgs., Bath, Teacher of  
Deaf.

MARGARET FRANCES AWDRY, c/o Lt.-Col. R.W. Awdry, Eastcroft  
House, Devizes, Wilts., County Alderman for Wilts.

GEORGE ALBERT SCHOFIELD, 135 Grosvenor Street, Manchester 1,  
Welfare Officer for the Deaf.

ROBERT STAVERS OLOMAN, Bootham House, York, Welfare Officer  
for the Deaf.

ALEXANDER WATSON TAYLOR, 11 Grosvenor Mount, Leeds, Welfare  
Officer for the Deaf.

JOSEPH HILL, 102 West Park Drive, Blackpool (Local Authority).

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DATED this 9th day of April 1948.

WITNESS to the above signatures:-

N.G. DEVONSHIRE,  
14 Bedford Row, W.C.1.                      Solicitor.

PATRON: HIS ROYAL HIGHNESS THE DUKE OF EDINBURGH KG KT  
**THE ROYAL NATIONAL INSTITUTE FOR THE DEAF**

105 Gower Street London WC1E 6AH Telephone 01-387 8033



Our Ref. DAP/JG

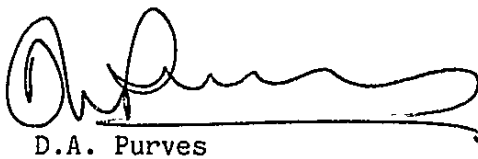
9 February 1987

The Registrar of Companies  
Company House  
Crown Way  
Maindy  
Cardiff

Dear Sir

I attach herewith a copy of a Special Resolution passed by Council on 15th October 1986 in respect of Article 71, along with a copy of the Memorandum and Articles of Association as altered by this Resolution.

Yours faithfully,



D.A. Purves

Financial & Administrative  
Controller

Enc.



President: The Rt Hon the Lord Chalfont, PC, OBE, MC, FRSA  
Vice-Presidents: Sir Robert Armstrong, GCB, CVO Sir Peter Baldwin, KCB Michael Reed, OBE Sir John Rodgers, Bt, DL, FRSA Lady Wright  
Chairman: Mrs Winifred Tumlin, JP Vice-Chairman: Air Vice-Marshal P F King, OBE, OHS, FRCS(E)  
Honorary Treasurer: Jack Shapiro  
Chief Executive: Michael Whitlam  
Registered office as above. Registered Number 454169 (England) A Company limited by guarantee and not having a share capital.

THE ROYAL NATIONAL INSTITUTE FOR  
THE DEAF

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NOTICE OF  
EXTRAORDINARY GENERAL MEETING  
TO PASS A SPECIAL RESOLUTION

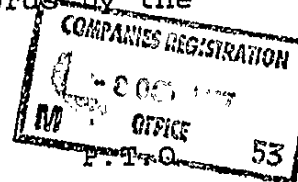
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NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of THE ROYAL NATIONAL INSTITUTE FOR THE DEAF will be held in the Small Hall, Friends House, Religious Society of Friends (Quakers), 173-177 Euston Road, London, NW1 2BJ at 10.30 a.m. on Wednesday, 14th October 1987, when the subjoined Resolution will be proposed as a Special Resolution.

SPECIAL RESOLUTION

1. That on the recommendation of the Council of Management the Memorandum of Association of the Institute be amended by:-
  - a) the deletion of Clause 3(B) and the inclusion of a new Clause 3(B) as follows:-

3(B) To promote and encourage the prevention and mitigation of deafness and the better treatment, education, training, employment and welfare of deaf people (which expression in this Memorandum includes the full range of deaf people whose hearing is significantly different from that of the general population), and generally to promote, safeguard and protect the interests and welfare of deaf people.
  - b) the deletion of the words "the deaf" and "deaf persons" in Clause 3(C), 3(D), 3(E), 3(F), 3(G), 3(H), 3(I), 3(J), 3(K), 3(L), 3(M), and 3(N), and the replacement of such words by the words "deaf people" in such Clause.



- c) the deletion of the words "deaf person" in Clause 3(N) and the replacement of such words by the words "deaf individual" in such Clause.
  - d) the deletion of Clauses 5 and 6 and the re-numbering of Clauses 7, 8, 9 and 10 as Clauses 5, 6, 7 and 8.
2. That on the recommendation of the Council of Management the regulations contained in the form of Articles of Association produced to this meeting, and signed, for the purposes of identification only, by the Chairman of the meeting, be adopted as the Articles of Association of the Institute in place of and to the exclusion of all existing regulations of the Institute.

By Order of the Council of Management,

MICHAEL WHITLAM,

Chief Executive.

105 GOWER STREET,  
LONDON WC1E 6AH.  
18th September 1987

#### NOTE

A Member entitled to attend and vote at the Meeting convened by this Notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Institute. A form of Proxy accompanies this Notice.

~~EXTRACT FROM EXISTING MEMORANDUM SHOWING~~  
~~Articles 5 and 6 to be deleted~~

regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute 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 the members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Institute in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 Institute contracted before he ceases to be a member, and

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

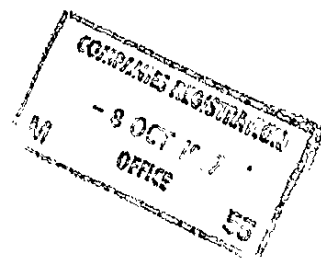
- OF -

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF  
(Adopted by Special Resolution passed on )

GENERAL

- 1 In these Articles the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<u>WORDS</u>	<u>MEANINGS</u>
"The Act"	The Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.
"The Institute"	The above-named Company
"The Council"	The Council of Management specified in Article 36.
"The Articles"	These Articles of Association as from time to time altered or added to.
"Clear Days"	In relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the date for which it is given or on which it is to take effect.
"Executed"	Any form of execution.
"Office"	The registered office of the Institute.
"Seal"	The common seal of the Institute.
"Secretary"	The Secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute including a joint, assistant or deputy secretary.
"The United Kingdom"	Great Britain and Northern Ireland.
"Month"	Calendar Month.



"Regional Associations" The Midland Regional Association for the Deaf

The North Regional Association for the Deaf

The South East Regional Association for the Deaf and

The West Regional Association for the Deaf

"Affiliated Bodies" The Scottish Association for the Deaf

The Northern Ireland Association for the Deaf and

The Wales Council for the Deaf

"In Writing" Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in the written form.

"Corporation" Any body corporate as defined by Section 740 of the Act.

And 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; and words importing persons shall include corporations. Unless the context otherwise requires, words or expressions contained in these presents bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations became binding on the Institute.

2. The Institute is established for the purpose expressed in the Memorandum of Association.

#### MEMBERS

3. The number of members which the Institute proposes to register is unlimited.
4. The members of the Institute shall be the persons who, immediately before the adoption of these Articles, are registered as members of the Institute in its Register of Members, and such other persons as the Council or a Committee of the Council authorised to act in that regard may admit as members of the Institute.
5. Every person desiring admission as a member of the Institute shall make application in that behalf in such form and manner as the Council may for the time being prescribe and pay the subscription for the time being in force.
6. The Council may refuse without showing cause to admit any person to membership of the Institute.



7. A member may at any time by notice in writing signed by him and sent or delivered to the Secretary, resign his membership and at the next meeting of the Council after the receipt of such notice his name shall be struck from the register of members, and thereupon he shall cease to be a member.
8. (a) The Council may without showing cause by a resolution passed by a simple majority of the Council members present at a meeting of the Council of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence, convened solely or inter alia for the purposes of considering such resolution, refuse to continue any person as a member of the Institute, and if any such resolution is passed then such person shall cease forthwith to be a member and his name shall be removed from the register of members.
- (b) The Council may resolve on a simple majority to cancel the membership of any member who fails, within 30 clear days after written notice by the Institute requesting payment, to pay in full any subscription which was more than 12 months overdue at the date of the notice; and the member concerned shall cease forthwith to be a member, and his name shall be removed from the register of members.
- (c) Any person ceasing by any means to be a member shall remain liable for and shall pay to the Institute all monies due from him to the Institute at the time of his ceasing to be a member or for which he becomes liable under the provisions of the Memorandum of Association.
9. The rights and privileges of membership shall be personal to a member and not transferable or transmissible, and shall cease on his death or being a body corporate on its dissolution or ceasing to exist.

#### SUBSCRIPTIONS

10. Subscriptions shall become due and payable by members of the Institute on 1st day of April in every year at such rate or rates as the Institute in general meeting may for the time being resolve upon the prior recommendation of the Council. A person ceasing to be a member shall not be entitled to any refund of the whole or part of any subscription which has been paid.

#### GENERAL MEETINGS

11. The Institute shall hold a general meeting in every calendar year as its annual general meeting, at such time and such place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.

13. The Council may whenever they think fit call 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.

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a member of the Council shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice 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 being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time 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.

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

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any meeting unless a quorum is present. Twenty five persons personally present, each being a member or a duly authorised representative of a corporation, shall be a quorum.

17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall:-

- a) if convened on the requisition of members be dissolved, and
- b) in any other case, stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the Chairman of the meeting shall appoint.

If at such adjourned meeting, such quorum of members is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall form a quorum.

18. The President, or failing him, the Chairman, or failing him, the Vice-Chairman, shall preside as Chairman of the meeting, but if there be no such officer, or if at any general meeting neither the President, nor the Chairman, nor the Vice-Chairman of the Institute, be present within five minutes after the time appointed for holding the meeting, and willing to act, the members present shall elect a member of the Council, or if no such member be present, or if all the members of the Council decline to act, the members of the Institute present shall choose one of their number to be Chairman.
19. The Chairman of any annual general meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
- a) by the Chairman; or
  - b) by a least 5 members having the right to vote at the meeting; or
  - c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- and demand by a person as proxy for a member shall be the same as a demand by the member.
21. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman of a meeting 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.

23. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members), and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
25. Subject to the provisions of Article 26, if a poll be demanded in the manner aforesaid it shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
26. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

29. On a show of hands every member present in person or (being a corporation) is present by a duly authorised representative shall have one vote.

On a poll every member present in person or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote.

Save as herein expressly provided, no member, other than a member duly registered who shall have paid every subscription or other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question personally at any general meeting or to appoint a proxy to attend any such meeting.

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the

meeting shall be valid. Any objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve);

"THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

I/We, \_\_\_\_\_ of  
 \_\_\_\_\_, being a member/members  
 of the above-named Institute, hereby appoint  
 \_\_\_\_\_ of  
 or failing him, \_\_\_\_\_ of  
 \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on  
 my/our behalf at the annual/extraordinary general meeting of the  
 Institute to be held on \_\_\_\_\_ 198, and at any  
 adjournment thereof.

Signed on \_\_\_\_\_ 198 ".

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

"THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

I/We, \_\_\_\_\_ of  
 \_\_\_\_\_, being a member/members of the  
 above-named Institute, hereby appoint  
 \_\_\_\_\_ of  
 or failing him, \_\_\_\_\_ of  
 \_\_\_\_\_, as my/our proxy to vote in my/our  
 name(s) and on my/our behalf at the annual/extraordinary general  
 meeting of the Institute, to be held on \_\_\_\_\_ 198, and at  
 any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1	*for	*against
Resolution No. 2	*for	*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 198 ".

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

- a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote ; or
- b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of the meeting, or to the Secretary;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

34. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Institute at the office, or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting), the time appointed for taking the poll.

#### COUNCIL OF MANAGEMENT

35. Until otherwise determined by the Institute in general meeting, the number of members of the Council shall not exceed fifty.

36. The Council shall comprise the following:-

a) Elected Members

not more than thirty-nine members of the Institute entitled to attend and vote at general meetings, or in the case of members which are corporations, their duly appointed representatives, elected in accordance with Articles 49 to 51.

b) Representative Members

the Chairman or his nominee of each regional association and affiliated body subject to:-

- i) such person being a member of the Institute entitled to attend and vote at general meetings, and
- ii) the nominee being an elected member of the regional association or affiliated body not being a paid officer of such organisation in receipt of grant aid from the Institute.
- iii) his being elected by the Institute at an annual general meeting.

c) Co-opted Members

not more than four persons being members of the Institute, co-opted by the Council under the provisions of Articles 54b.

37. The first members of the Council following the adoption of these Articles shall be those persons who were members of the Council immediately prior to the adoption of these Articles.

POWERS OF COUNCIL

38. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution:-

- a) the business of the Institute shall be managed by the Council which may exercise all the powers of the Institute. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- b) the Council may make Rules, Regulations or Byelaws for the effective and efficient conduct and management of the Institute. The Council shall adopt such means as it may deem sufficient to bring to the notice of members of the Institute all such Rules, Regulations or Byelaws, which so long as they remain in force shall be binding on all members of the Institute. The Institute in general meeting shall have the power to alter or repeal, the Rules, Regulations or Byelaws and make additions thereto, provided that no such alteration or addition shall be inconsistent with the provisions of the Act or the memorandum and articles of association of the Institute.

39. The Council may by power of attorney or otherwise, appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

COMMITTEES

40. a) The Council may refer or delegate any of its powers to any permanent or ad-hoc committee consisting of two or more members of the Council. Any such referral or delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members of a Committee shall be governed by the articles regulating the proceedings of the Council so far as they are capable of applying.
- b) The Council shall have power to set up from time to time permanent or ad-hoc groups consisting of such persons as the Council shall consider appropriate upon such terms and conditions as the Council shall from time to time decide, to act or advise on any matter deemed by the Council to merit special action or professional or other advice and any such group shall have and exercise any such powers as the Council shall refer to it and the Council shall further have the power to withdraw, enlarge or modify the powers so referred.
- c) Committees and groups set up under paragraphs (a) or (b) of this Article shall subject to the terms upon which they are set up have power to appoint such sub-committees or sub-groups as may in their opinion be necessary.
- d) PROVIDED THAT all acts and proceedings of any committee or group set up by the Council under paragraphs (a) and (b) of this Article such reports to include where appropriate reports of any sub-committee or sub-group set up under paragraph (c) of this Article shall be reported to the Council as soon as possible.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

41. Following the first annual general meeting following the adoption of these Articles, the Council shall comprise:-
- a) those elected members of Council in office immediately prior to the annual general meeting except any member who did not seek re-election in the Council ballot held prior to such annual general meeting, or who was unsuccessful in such ballot and the persons (if any) who were not previously Council members, who were successful in the election, such members shall not be deemed to be in any special category.
- b) the Chairman or his nominee of each regional association and affiliated body appointed at such annual general meeting under Article 36 (b).



42. At the first annual meeting of the Council, held following the annual general meeting referred to in Article 41, the Council shall appoint not more than twelve members to fill the vacancies in the elected member places on the Council and in accordance with Article 51(a) such members shall serve until the conclusion of the next following annual general meeting but shall be eligible for re-election.
43. At the annual general meeting in 1988 the 12 members of the Council appointed under the provisions of Article 42 plus one other elected member of the Council shall retire from office but shall be eligible for re-election.
44. At every annual general meeting to be held following such meeting in 1988, one-third of the elected members of the Council, or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
45. 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 re-appointment, provided that the Chairman, Vice-Chairman and Honorary Treasurer, appointed at the first general meeting of the Council following the adoption of these Articles shall not retire by rotation prior to the end of his period of appointment to such office, but as between persons who became or were last re-appointed members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
46. A member of the Council retiring at an annual general meeting shall, as provided by Article 47, be eligible for re-election, if he is not re-elected he shall retain office until the conclusion of such meeting.
47. Not less than forty-nine clear days before each annual general meeting the Council shall give written notice to:
  - a) each elected member of Council due to retire, inviting them, if they so wish, to signify by notice their intention to offer themselves for re-election, and
  - b) each member of the Institute, specifying the places on the Council which are expected to fall vacant at that annual general meeting and inviting each member to nominate an individual or individuals to fill those vacancies. All such notices and nominations shall be made in writing in such form and executed in such manner as the Council may prescribe. No such notice or nomination shall be valid unless delivered to the office at least thirty-five clear days before the date of the annual general meetings to which it relates.
48. If the number of notices received from retiring Council members and nominations received from the members is less than or equal to the number of vacancies to be filled, the individuals to which such notices and nominations relate shall take office as Council members with effect from the conclusion of the annual general meeting in respect of which notices and nominations are made. If

the number of notices and nominations received from members exceeds the number of vacancies to be filled, the individuals to take office as members of the Council shall be those of the nominees or retiring members of the Council seeking re-election who are elected by a postal ballot of the members. On a ballot each member shall have as many votes as there are vacancies to be filled. Subject thereto, ballots shall be conducted in such manner as the Council may for the time being prescribe.

The appointment of a member of the Council elected by ballot shall take effect from the conclusion of the annual general meeting in respect of which the nominations were made.

49. The accidental omission to give notice for the appointment of members of the Council, or to send ballot papers to, or the non-receipt of such notice or ballot papers by, any person entitled to receive such notice or ballot papers or the non-receipt by the Institute of any ballot returns, shall not invalidate any appointment or ballot.
50. The Chairman, or his nominee, of an affiliated body or regional association, appointed as a member of the Council, shall hold office so long as the Chairman continues in that office.
51. (a) The Council may appoint a person who is willing to act to be a member of the Council, to fill a casual vacancy. A member of the Council so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the Council who are to retire by rotation at the meeting. If not elected at such meeting he shall vacate office at the conclusion thereof.
- (b) The Council may co-opt not more than four members of the Institute to be members of the Council, such members shall hold office until the conclusion of the next following annual meeting of the Council but shall be eligible for re-co-option.

#### DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

52. The office of a member of the Council shall be vacated if:-
  - a) He ceases to be a member of the Council by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Council; or
  - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c) he is, or may be suffering from mental disorder and either:-
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) he ceases to be a member of the Institute.
- e) he resigns his office by notice to the Institute; or
- f) he shall for more than twelve consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated, or
- g) he is removed from office by virtue of a resolution duly passed by a general meeting pursuant to Section 303 of the Act.

#### PROCEEDINGS OF THE COUNCIL

- 53. Subject to the provisions of the articles, the Council may regulate its proceedings as they think fit. Five members of the Council may and the secretary at the request of five members of the Council shall call a meeting of the Council. It shall not be necessary to give notice of a meeting to a member of the Council who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 54. An annual meeting of the Council shall be held in each year at such time as the Council may determine, not being less than twenty-eight clear days after the date of an annual general meeting, nor more than fifteen months after the date of the last general meeting of the Council.
- 55. The quorum for the transaction of the business of the Council shall be twelve.
- 56. The continuing members of the Council may act notwithstanding any vacancies in their number but, if the number of members of the Council is less than the number fixed as the quorum, the continuing members or member of the Council may act only for the purpose of filling vacancies or of calling a general meeting.
- 57. The Chairman shall preside at every meeting of the Council at which he is present. But, if there is no member of the Council holding that office, or if the member of the Council holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman will be Chairman of the meeting. But, if there is no member of the Council holding that office, or if the member of the Council holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council may appoint one of their number to be Chairman of the meeting.

58. All acts done by a meeting of the Council or any committee or sub-committee of members of the Council, or by a person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any member of the Council or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council and had been entitled to vote.
59. A resolution in writing, signed by all the members of the Council entitled to receive notice of a meeting of the Council, or of a committee of members of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council.
60. Save as otherwise provided by the Articles, a member of the Council shall not vote at a meeting of the Council or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Institute, unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- t a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Institute.
  - b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Institute for which the member of the Council has assumed responsibility in whole or part and whether alone or jointly with others under guarantee or indemnity or by the giving of security.
- For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Institute), connected with a member of the Council shall be treated as an interest of the member of the Council.
61. A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
62. If a question arises at a meeting of the Council, or of a committee, as to the right of a member of the Council to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any member of the Council other than himself be final and conclusive.

PATRON

63. a) The Council may appoint a Patron who shall hold office until such time as he shall retire or is removed from office by the Council. A Patron need not necessarily be a member of the Institute.
- b) A Patron shall not be an officer or director of the Institute for any of the purposes of the Act and shall not by reason of his office be entitled to vote at any meeting of the Institute, but shall be entitled to receive notice of, and attend any such meeting.

HONORARY OFFICERS

64. The Honorary Officers of the Institute shall consist of a President, a Chairman, a Vice-Chairman, an Honorary Treasurer, and an Immediate Past Chairman. The first Honorary Officers following the adoption of these Articles shall be those Honorary Officers in office immediately prior to their adoption.
65. A) The President shall be appointed by the Council and shall hold office until such time as he shall retire or be removed from office by the Council. The President must be a member of the Institute.
- B) A President shall not be a member of the Council and shall not, by reason of his office, be entitled to vote at any meeting of the Council, but shall be entitled to receive notice of and attend all such meetings.
66. The Council shall at its first annual meeting following the adoptions of these Articles, appoint a Chairman, a Vice-Chairman and an Honorary Treasurer, from among the members of the Council. At each subsequent general meeting at which the term of office of one or more of the aforementioned Honorary Officers comes to an end, the Council shall appoint or re-appoint a person from among the members of the Council to fill such vacancy or vacancies. Any person so appointed shall hold office for such period as may be determined by the Council, not exceeding a period ending at the conclusion of the business of the third general meeting of the Council following the meeting at which he was appointed, when he shall retire but, subject to his continuing as a member of the Council, be eligible for re-appointment. Provided that the total period of office following the adoption of these articles of any such person shall not extend beyond the sixth annual meeting of the Council following the meeting at which he was first appointed to such office. The individuals to be appointed Chairman, Vice Chairman and Honorary Treasurer shall be those members of the Council who have been nominated and, if necessary, elected by a postal ballot of council members held prior to the general meeting of the council at which the appointment is to be made. On a ballot each Council member shall have one vote in respect of each office. Subject there to, ballots shall be conducted in such manner as the Council may for the time being prescribe.

67. The Immediate Past Chairman subject to his being a member of the Institute shall be an Honorary Officer and shall hold office until the conclusion of the meeting of the council at which a new Chairman is appointed or until such time as he shall retire or be removed from office by the Council.
68. The Council may from time to time fill any vacancy caused by the death or resignation of the Chairman, Vice Chairman or Honorary Treasurer. The person so appointed shall hold office until the conclusion of the business of the annual meeting of the Council next following the date of his appointment and shall be eligible subject to his continuing as a member of the Council to stand for election at that meeting. The period from appointment to the date of the next annual meeting shall not be taken into account in determining the maximum period of service.

#### VICE PRESIDENTS

69. A) The Council may from time to time appoint any person not necessarily being a member of the Institute, to be a Vice-President of the Institute. A Vice-President shall hold office until he shall retire, or is removed from office by the Council.
- B) A Vice-President shall not be an officer or director of the Institute for any of the purposes of the Act and shall not by reason of his office be entitled to vote at any meeting of the Institute but shall be entitled to receive notice of, and attend any such meeting.

#### SECRETARY

70. Subject to the provisions of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by the Council. The Secretary shall not be a member of the Institute or a member of the Council.

#### MINUTES

71. The Council shall cause minutes to be made in books kept for the purpose:-
- a) of all appointments of officers made by the Council, and
  - b) of all proceedings at meetings of the Institute, and of the Council, and of committees and sub-committees of the Council including the names of the members of the Council present at each such meeting.

#### THE SEAL

72. The seal shall only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by at least two members of the Council and by the Secretary.

ACCOUNTS

73. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Institute except as conferred by statute or authorised by the Council or by ordinary resolution of the Institute.
74. Once at least in every year the Accounts of the Institute 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.

NOTICES

75. 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.
76. The Institute may give any notice to a member either personally or be sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. A member whose registered address is not within the United Kingdom, and who gives to the Institute an address within the United Kingdom at which notices may be given to him, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.
77. A member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
78. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

79. All members of the Council, committees and sub-committees, and employees of the Institute may be:-
- a) indemnified out of the funds of the Institute from all losses and expenses incurred in the discharge of their respective duties, except such as happen through their own respective wilful acts or defaults.
  - b) chargeable only for so much money or property as they shall themselves actually receive for the Institute.
  - c) answerable only for each for their acts, neglects, or defaults, and not for those of any person, nor for the insufficiency of any security for money invested, or of title to any estate or property acquired, nor for any loss or damage which might happen in the execution of their respective duties.

But the provisions this Article shall only have effect in so far as they are not avoided by Section 310 of the Act.

DISSOLUTION

80. Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were replicated in these Articles.



# The Royal National Institute for the Deaf



105 Gower Street London WC1E 6AH Telephone 01-387 8033

Our Re: BH/acs

2nd October, 1987

The Registrar Of Companies,  
Companies House,  
City Road,  
LONDON EC1.

Dear Sir,

## MEMORANDUM AND ARTICLES OF ASSOCIATION: PROPOSED REVISION

The Institute was given a licence under the now repealed provisions of the Companies Act 1929; to omit the word "Limited" from its name.

One of the conditions of the Licence was the inclusion of Clauses 5 and 6 in the Institute's Memorandum. Clause 5 provides that no alteration in the provisions of the Institute's Articles may be made without the prior approval of the Board of Trade.

I enclose a draft of two Special Resolutions which the Council of the Institute is to propose at an Extraordinary General Meeting planned for 14th October, 1987.

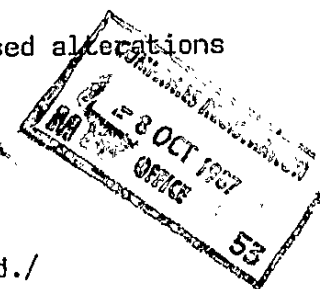
Also enclosed is the draft of the proposed new Articles.

Resolution 1 (d) provides for the deletion of Clauses 5 and 6 from the Memorandum. The approval of this alteration by the Department of Trade and Industry would obviate the need to apply for its prior approval for every proposed alteration of the Institute's Regulations. Thus putting it on par with other companies incorporated after the repeal of section 18 of the 1929 Act, and the repeal of Section 19 of the Companies Act 1948.

Resolution 2 provides for new Articles which increase the membership of Council and alter the term of office of the Honorary Officers, and are drafted so that they relate so far as is possible to Table C.

I therefore, apply for the approval of the Department to the proposed alterations as set out in the two Resolutions.

Contd./



President: The Rt Hon the Lord Chalfont, PC, OBE, MC, FRSA Vice-Presidents: Sir Robert Armstrong, GCB, CVO Sir Peter Baldwin, KCB Michael Reed, OBE  
Sir John Rodgers, Bt, DL, FRSA Lady Wright Chairman: Mrs Winifred Tumim, JP Vice-Chairman: Air Vice-Marshal P F King, OBE, OHS, FRCS(E)  
Honorary Treasurer: Jack Shapiro Chief Executive: Michael Whillam

Registered office as above. Registered No 454169 (England). Registered Charity No 207720.

A Company limited by guarantee and not having a share capital.

If, for some reason, it is thought inappropriate to approve Resolution 1 (d), I would be grateful if the department would nevertheless consider granting approval for Resolution 2.

I am copying this letter to the charity Commissioners who have already given their approval to the articles and have requested them to confirm that the alterations will not affect the charitable status of the Institute.

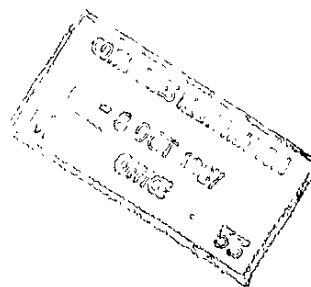
I look forward to hearing from you.

Yours sincerely,



BRIAN HINDSON  
Administrative Officer.

c.c. Charity Commissioners.



THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

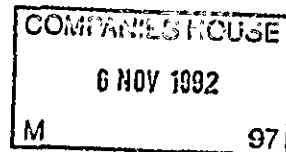
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SPECIAL RESOLUTIONS  
OF  
THE ROYAL NATIONAL INSTITUTE  
FOR THE DEAF

Passed on 28th October 1992

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At the Annual General Meeting of the above Company duly convened and held on 28th October 1992 the following resolutions were duly passed as Special Resolutions:-



SPECIAL RESOLUTIONS

1. That the Institute's Memorandum of Association be altered by:-
  - 1.1 the deletion from paragraph 3(P) of the wording "Subject to the provisions of section 14 of the Companies Act 1929";
  - 1.2 the addition of the following paragraphs to be inserted after paragraph 3(U) and numbered 3(V) and 3(W):-
    - 3(V) to effect insurance by or on behalf of any trustee or officer of the Institute against

their liability in respect of acts which are undertaken by them in the administration of the Institute either properly or in breach of trust but in the bona fide belief that they were not in breach of trust; and to bear the cost of effecting and maintaining such insurance from the property of the Institute or its income;

3(W) to acquire, retain and dispose of any wholly owned subsidiary provided that:-

3(W)(i) such subsidiary pays all of its profits available for distribution to the Institute to be applied towards the promotion and carrying out of the objects and powers of the Institute;

3(W)(ii) no Trustee or other person concerned in the management of the Institute shall hold any salaried office or employment in such subsidiary or enter into any contract with such subsidiary other than a contract which if entered into by the Institute would not have infringed clause 4 hereof;

3(W)(iii) Such subsidiary may make any payment in good faith of reasonable and proper remuneration to any member, officer or servant of

the Institute not being a Trustee of the Institute for any services actually rendered to such subsidiary; and

3(W)(iv) the Institute shall not bear any costs of incorporation or acquisition of any such subsidiary nor shall the Institute enter into any transactions with any such subsidiary save for transactions on an arm's length basis.

1.3 the renumbering of paragraph 3(V) as paragraph 3(X); and

1.4 in paragraph 4 substituting the words "trustee" and "trustee of the Institute" in place of the words "member of the Council of Management or Governing Body".

2. That the regulations contained in the printed document now produced to the Meeting and initialled by the Chairman for identification be and are adopted as the Articles of Association of the Institute ("the New Articles") in substitution for and to the exclusion of the existing Articles of Association of the Institute subject to the following provisions, being the Transitional Arrangements referred to in the New Articles:-

2.1 The New Articles shall come into effect upon the conclusion of the final meeting of the Council of Management referred to under 2.2 below (or if earlier 30th November 1992) from which time the functions and responsibilities of the Council of Management shall be taken over and exercised by the Board of Trustees in accordance with the New Articles and any existing committees sub-committees groups or sub-groups appointed by the Council of Management shall cease to exist.

- 2.2 At the next (and final) meeting of the Council of Management following the adoption of the New Articles, which shall be held before 30th November 1992, the Council of Management shall elect six members of the Council (being members who were previously elected to the Council of Management by the members of the Institute) to be Trustees on the Board of Trustees (upon the New Articles coming into effect). The existing Chairman, Vice-Chairman and Honorary Treasurer of the Institute shall by virtue of their office be appointed Trustees on the Board of Trustees (upon the New Articles coming into effect). All the persons so elected and appointed shall be deemed for the purposes of the New Articles to have been elected as Trustees by the members of the Institute ("Elected Trustees").
- 2.3 For the purposes of the provisions in the New Articles relating to retirement of Trustees by rotation, the service of each Elected Trustee shall be calculated from the time he or she was last elected to the Council of Management by the members of the Institute.
- 2.4 The persons who are the Chairman, Vice-Chairman and the Honorary Treasurer of the Institute at the date the Articles come into effect shall continue to hold office (subject to the provisions of the New Articles) as Chair, Vice-Chair and Honorary Treasurer respectively until the Annual Meeting of the Board of Trustees held in 1993 or such earlier date as the Board of Trustees may determine in respect of all or any of them.
- 2.5 From the time the New Articles come into effect until the first meeting of the Board of Trustees the Honorary Officers (as defined in the New Articles) shall constitute and be deemed to be a Committee of the Board of Trustees appointed under Article 40 to whom all the powers of management and administration of the Institute

as need to be exercised before such first meeting shall be delegated, the quorum for meetings of such Committee to be one of the Honorary Officers.

- 2.6 The first members of the Assembly shall be those members of the Council of Management in office at the date the New Articles come into effect but excluding those elected to the Board of Trustees in accordance with 2.2 above (other than the persons who are Honorary Officers).
- 2.7 The existing chairman of the Institute shall be the first chair of the Assembly.
- 2.8 Following the final meeting of the Council of Management a meeting of the Assembly shall be held at which the members of the Assembly shall elect one of their number to be the vice-chair of the Assembly (and an ex-officio Trustee) for a term ending at close of business at the Annual Meeting of the Assembly held in 1995 and two other members of the Assembly to be Trustees for such term as the Board of Trustees shall determine.
- 2.9 The Patron, President, Vice Presidents and Secretary of the Institute at the date the New Articles come into effect shall be deemed for the purpose of the New Articles to have been appointed by the Board of Trustees.

.....*Robley of Stohr*.....  
Chairman of the Meeting

454169

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

Memorandum

and

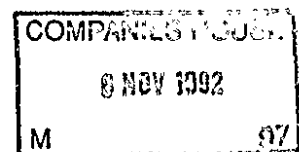
Articles of Association

of

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

(As altered by Special Resolutions passed on  
the 4th day of July 1952, the 9th day of July  
1965, the 29th day of December 1966, the 10th  
day of November 1971, the 3rd day of October  
1973, the 6th day of October 1976, the 4th  
day of October 1978, the 14th day of October  
1987 and the 28th day of October 1992)

Incorporated on the 14th day of May 1948





THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

of

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

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1. The name of the Company (hereinafter called "the Institute") is "The National Institute for the Deaf"\*.
2. The registered office of the Institute will be situate in England.
3. The objects for which the Institute is established are:-
  - (A) To acquire the property, business and undertaking of the existing unincorporated association known as the National Institute for the Deaf, whose office is at 105 Gower Street in the County of London or such part of such property, business and undertaking as can be legally vested in the Institute, and to carry on the work of the said Association, and to hold and administer all charitable funds now held and administered by it;

\*Name changed to "The Royal National Institute for the Deaf" on the 19th day of July 1962, pursuant to a special resolution passed on the 13th day of July 1962.

By a special resolution passed on the 28th day of October 1992 it was resolved to change the name of the Company to "The Royal National Institute for Deaf People".

- (B) to promote and encourage the prevention and mitigation of deafness and the better treatment, education, training, employment and welfare of deaf people (which expression in this Memorandum includes the full range of deaf people whose hearing is significantly different from that of the general population), generally to promote, safeguard and protect the interests and welfare of deaf people;
- (C) to bring together in council representatives of the various national and local bodies engaged in promoting or protecting the welfare of deaf people, together with representatives of public opinion and persons engaged in general social welfare work;
- (D) to support, financially or otherwise, and cooperate with local and other bodies, institutions, agencies, societies or associations, incorporated or unincorporated, engaged in any work for the welfare of deaf people;
- (E) to promote or support, financially or otherwise, the training of teachers of and welfare workers for deaf people;
- (F) to promote, oppose and watch over legislation affecting deaf people, and to promote, support and assist the carrying into effect of any legislation affecting deaf people;
- (G) to provide facilities for social intercourse between deaf people, and for this purpose to establish, maintain, manage and assist, financially or otherwise, clubs for deaf people, provided always that any such facilities or clubs shall be for the benefit of deaf people generally and shall not be restricted, directly or indirectly, to members of the Institute;
- (H) to establish, maintain and manage institutions, homes, hostels, rest houses and holiday homes or camps for the treatment, care or benefit of deaf people, and to assist deaf people, financially or otherwise, in obtaining medical or surgical advice or treatment;

- (I) to assist deaf people (not being members of the Institute), financially or otherwise, in obtaining technical, professional or general education, and to establish, maintain and manage colleges, schools and classes for the technical, professional or general education of deaf people, and to provide, financially or otherwise, for the delivery and holding of lectures, exhibitions, public meetings, classes, concerts and conferences calculated, directly or indirectly, to advance the cause of such education;
- (J) to assist deaf people in obtaining employment or establishing themselves in trades, professions or occupations by establishing employment bureaux or departments or by granting financial assistance or otherwise;
- (K) to conduct and encourage or support, financially or otherwise, investigation or research into the causes, prevention, cure, mitigation or treatment of deafness or into any matter concerned with the welfare of deaf people and to collect, publish and distribute information thereon in the United Kingdom or elsewhere;
- (L) to encourage and support, financially or otherwise the discovery of, and to investigate and make known the nature, qualities and effects, of inventions which are or may be considered capable of being applied, directly or indirectly, to the prevention, cure, mitigation or treatment of deafness or for purposes, beneficial or advantageous to deaf people, and to acquire any patents, licences or other protection covering any such invention;
- (M) to appeal for, raise, collect, expand, invest and accumulate funds, income and other property, and to receive subscriptions, donations, and legacies for the purposes aforesaid, and to undertake and carry out propoganda work of all descriptions for making known the objects of the Institute obtaining funds for carrying out such objects, co-ordinating the efforts and activities of all persons and bodies engaged in or interested in securing the welfare of deaf people or the prevention, cure, amelioration or treatment of deafness, and generally furthering the objects of the Institute;

- (N) to undertake and execute any trusts established or constituted wholly or partially for the prevention, cure, mitigation or treatment of deafness or for benefitting deaf people or any particular deaf individual or class of deaf people or his or their dependents, and to establish, superintend, administer and contribute to any charitable funds established for the like purposes, and to give charitable aid to any deaf individual or the dependents of any deaf individual who may be in poor financial circumstances, and who is or are not a member or members of the Institute;
- (O) to grant pensions or gratuities to any employees or ex-employees of this Institute or dependents of any such persons, and to establish or support funds and trusts which may be considered calculated to benefit any such persons; provided that such persons shall not at the time of receiving such pensions or gratuities be members of the Institute;
- (P) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its powers, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute;
- (Q) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its powers.
- (R) to undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects;
- (S) to borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit;

- (T) to invest the monies of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law;
- (U) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects;
- (V) to effect insurance by or on behalf of any trustee or officer of the Institute against their liability in respect of acts which are undertaken by them in the administration of the Institute either properly or in breach of trust but in the bona fide belief that they were not in breach of trust; and to bear the cost of effecting and maintaining such insurance from the property of the Institute or its income;
- (W) to acquire, retain and dispose of any wholly owned subsidiary provided that:-
  - (W)(i) such subsidiary pays all of its profits available for distribution to the Institute to be applied towards the promotion and carrying out of the objects and powers of the Institute;
  - (W)(ii) no Trustee or other person concerned in the management of the Institute shall hold any salaried office or employment in such subsidiary or enter into any contract with such subsidiary other than a contract which if entered into by the Institute would not have infringed clause 4 hereof;
  - (W)(iii) such subsidiary may make any payment in good faith of reasonable and proper remuneration to any member,

officer or servant of the Institute not being a Trustee of the Institute for any services actually rendered to such subsidiary; and

(W)(iv) the Institute shall not bear any costs of incorporation or acquisition of any such subsidiary nor shall the Institute enter into any transactions with any such subsidiary save for transactions on an arm's length basis.

(X) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Institute shall not support with its funds any power, 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 Institute would make it a Trade Union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Institute 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 Managers or Trustees of the Institute 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the object of the Institute 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 the members of the Institute.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no trustee of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any trustee of the Institute, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a trustee of the Institute may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 Institute 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 £1.05.

7. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other charitable institution or institutions having objects compatible with the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.



*Ashley of Stobbe*

ADP/5777V

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

(Adopted by Special Resolution passed on 28 October 1992)

GENERAL

- 1.1 In these Articles the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context.

WORDS

MEANINGS

"The Act"

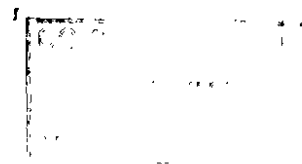
The Companies Acts 1985 and 1989, including any statutory modification or re-enactment for the time being in force.

"Annual Meeting of  
the Assembly"

The annual meeting of the Assembly to be held in each year at such time as the Board of Trustees shall determine.

"Annual Meeting of  
the Board of Trustees"

The annual meeting of the Board of Trustees to be held in each year in accordance with Article 58.



"Honorary Officers"	The persons appointed under these Articles to act either as the Chair, the Vice Chair of the Institute or the Honorary Treasurer of the Institute.
"Honorary Treasurer"	The person appointed by the Board of Trustees pursuant to Article 77 to be the Honorary Treasurer of the Institute and one of the Honorary Officers.
"The Institute"	The Royal National Institute for the Deaf.
"Memorandum of Association"	The memorandum of association of the Institute as from time to time altered or added to.
"Month"	a calendar month.
"Office"	The registered office of the Institute.
"President"	The person appointed by the Board of Trustees, pursuant to Article 74 to be the President of the Institute.
"Regional Associations"	The Midland Regional Association for the Deaf The North Regional Association for the Deaf The South East Regional Association for the Deaf and The West Regional Association for the Deaf.
"Seal"	The common seal of the Institute.
"Secretary"	The Secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute including a joint, assistant or deputy secretary.

"Transitional Arrangements"	The transitional arrangements providing (inter alia) for the constitution of the first Board of Trustees and the first Assembly as set out in the special resolution of the Institute adopting these Articles.
"Trustee"	A person either elected to or co-opted by the Board of Trustees to be a Trustee of the Institute on the Board of Trustees.
"The United Kingdom"	Great Britain and Northern Ireland.
"Vice-Chair of the Assembly"	The person elected by the members of the Assembly to be the vice-chair of the Assembly.
"Vice-Chair of the Institute"	The person appointed by the Board of Trustees pursuant to Article 76 to be the vice-chair of the Institute and one of the Honorary Officers.
"In Writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in the written form.

- 1.2 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include Corporations. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Institute.
2. The Institute is established for the purpose expressed in the Memorandum of Association.

## MEMBERS

3. The number of members which the Institute proposes to register is unlimited.
4. The members of the Institute shall be the persons who, immediately before the adoption of these Articles, are registered as members of the Institute in its register of members, and such other persons as the Board of Trustees or a committee of the Board of Trustees authorised to act in that regard may admit as members of the Institute.
5. Every person desiring admission as a member of the Institute shall apply for membership in such form and manner as the Board of Trustees may for the time being prescribe and pay the subscription for the time being in force.
6. The Board of Trustees may refuse without showing cause to admit any person to membership of the Institute.
7. A member may at any time by notice in Writing signed by him and sent or delivered to the Secretary, resign his membership and at the next meeting of the Board of Trustees after the receipt of such notice his name shall be struck from the register of members and he shall cease to be a member.
- 8.1 The Board of Trustees may without showing cause by a resolution passed by a simple majority of the Trustees present at a meeting of the Board of Trustees of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence, convened solely or inter alia for the purposes of considering such resolution, refuse to continue any person as a member of the Institute, and if any such resolution is passed then such person shall cease forthwith to be a member and his name shall be removed from the register of members.
- 8.2 The Board of Trustees may resolve on a simple majority to cancel the membership of any member who fails, within 30 Clear Days after

written notice by the Institute requesting payment, to pay in full any subscription which was more than 12 months overdue at the date of the notice. The member concerned shall cease forthwith to be a member and his name shall be removed from the register of members.

8.3 Any person ceasing by any means to be a member shall remain liable for and shall pay to the Institute all monies due from him to the Institute at the time of his ceasing to be a member or for which he becomes liable under the provisions of the Memorandum of Association.

9. The rights and privileges of membership shall be personal to a member and not transferable or transmissible, and shall cease on his death or being a body corporate on its dissolution or ceasing to exist.

#### SUBSCRIPTIONS

10. Subscriptions shall become due and payable by members of the Institute on the first day of April in every year at such rate or rates as the Institute in general meeting may for the time being resolve upon the prior recommendation of the Board of Trustees. A person ceasing to be a member shall not be entitled to any refund of the whole or part of any subscription which has been paid.

#### GENERAL MEETINGS

11. The Institute shall hold a general meeting in every calendar year as the Annual General Meeting, at such time and such place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

12. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

13. The Board of Trustees may whenever they think fit call 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.
- 14.1 An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least twenty-one Clear Days' notice. All other extraordinary general meetings shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:-
  - 14.1.1 in the case of an Annual General Meeting, by all members entitled to attend and vote at such meeting; and
  - 14.1.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.
- 14.2 The notice shall specify the time 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.
- 14.3 The notice shall be given to all the members, the Trustees, the members of the Assembly and the auditors.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any meeting unless a quorum is present. Twenty five persons personally present, each being a

member or a duly authorised representative of a Corporation, shall be a quorum.

17.1 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall:-

17.1.1 if convened on the requisition of members be dissolved;  
and

17.1.2 in any other case, stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the chair of the meeting shall appoint.

17.2 If at such adjourned meeting, such quorum of members is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall form a quorum.

18. The President, or failing him, the Chair of the Institute, shall preside as chair of the meeting, but if neither the President nor the Chair of the Institute be present within five minutes after the time appointed for holding the meeting, the members present shall elect a Trustee, or if no such Trustee be present, or if all the Trustees decline to act, the members of the Institute present shall choose one of their number to be chair of the meeting.

19. The chair of any Annual General Meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

20. 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:-

20.1 by the chair of the meeting; or

20.2 by at least 5 members having the right to vote at the meeting; or

20.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

21. Unless a poll is duly demanded a declaration by the chair 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 in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting 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.

23. A poll shall be taken as the chair of the meeting directs and he may appoint scrutineers (who need not be members), and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. In the case of equality of votes, whether on a show of hands or on a poll, the chair of a meeting shall be entitled to a casting vote in addition to any other vote he may have.



25. Subject to the provisions of Article 26, if a poll be demanded in the manner aforesaid it shall be taken forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of the 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.
26. No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents in the same form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

- 29.1 On a show of hands each member who is present in person or (being a Corporation) is present by a duly authorised representative shall have one vote.
- 29.2 On a poll every member present in person or (being a Corporation) present by a duly authorised representative or by proxy shall have one vote.
- 29.3 Save as herein expressly provided, no member, other than a member duly registered who shall have paid every subscription or other sum

(if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question personally at any general meeting or to appoint a proxy to attend any such meeting.

30. 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 chair of the meeting, whose decision shall be final and conclusive.

31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Trustees may approve):-

"THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above-named Institute, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Institute to be held on \_\_\_\_\_ 199[ ], and at any adjournment thereof.

Signed on \_\_\_\_\_ 199[ ]."

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Trustees may approve):-

"THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

I/We, \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, being a member/members of the above-named  
Institute, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ or failing him,  
\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on  
my/our behalf at the annual/extraordinary general meeting of the Institute  
to be held on \_\_\_\_\_ 199[ ], and at any adjournment  
thereof.

This form is to be used in respect of the resolutions mentioned below as  
follows:-

Resolution No. 1	*for	*against
Resolution No. 2	*for	*against
etc.		

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain  
from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 199[ ]."

33. The instrument appointing a proxy and any authority under which it  
is executed or a copy of such authority certified notarially or in  
some other way approved by the Board of Trustees shall:-

33.1 be deposited at the Office or at such other place within the United  
Kingdom as is specified in the notice convening the meeting or in  
any instrument of proxy sent out by the Institute in relation to  
the meeting not less than 48 hours before the time for holding the  
meeting or adjourned meeting at which the person named in the  
instrument proposed to vote; or

- 33.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 33.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of the meeting, or to the Secretary;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

34. A vote given or poll demanded by proxy or by the duly authorised representative of a Corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Institute at the Office, or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting), the time appointed for taking the poll.

#### THE BOARD OF TRUSTEES

35. Unless otherwise determined by the Institute in general meeting, the number of Trustees shall not exceed sixteen.
36. Subject to the Transitional Arrangements, the Board of Trustees shall comprise the following:-
- 36.1 Trustees Elected from the Members

nine members of the Institute entitled to attend and vote at general meetings or, in the case of members which are Corporations, their duly appointed representatives duly elected as Trustees by the members of the Institute in accordance with Article 50.

36.2 Trustees Elected from the RNID Assembly

the Vice-Chair of the Assembly elected under the provisions of Article 70 to be an ex-officio Trustee and two further members of the Assembly elected by the Assembly to be Trustees.

36.3 Co-opted Trustees

up to four persons being members of the Institute, co-opted by the Board of Trustees under the provisions of Article 55.

37. The first Trustees on the Board of Trustees following the adoption of these Articles shall be as determined in accordance with the Transitional Arrangements.

POWERS OF THE BOARD OF TRUSTEES

38. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution:-

- 38.1 the business of the Institute shall be managed by the Board of Trustees which may exercise all the powers of the Institute. No alteration of the Memorandum of Association or the Articles and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited to any special power given to the Board of Trustees by the Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.

- 38.2 the Board of Trustees may make rules, regulations or byelaws for the effective and efficient conduct and management of the Institute. The Board of Trustees shall adopt such means as it may deem sufficient to bring to the notice of members of the Institute all such rules, regulations or byelaws, which so long as they remain in force shall be binding on all members of the Institute.

The Institute in general meeting shall have the power to alter or repeal, the rules, regulations or byelaws and make additions thereto, provided that no such alteration or addition shall be inconsistent with the provisions of the Act or the Memorandum of Association and the Articles of the Institute.

39. The Board of Trustees may by power of attorney or otherwise, appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### COMMITTEES

40. The Board of Trustees may from time to time delegate any of its powers or refer any of its functions in connection with the management and administration of the Institute to any permanent or ad-hoc Committee including one or more Trustees.
41. The other constituent members on a Committee shall be those persons selected by the Board of Trustees as being able to offer appropriate advice, guidance or other benefits in connection with the specific purpose for which the Committee was constituted. Such members shall not be entitled to assume any of the duties or exercise any of the powers or discretions of the Board of Trustees nor to hold themselves out as being Trustees.
42. The Board of Trustees shall have power to set up from time to time permanent or ad-hoc Groups consisting of such persons as the Board of Trustees shall consider appropriate upon such terms and conditions as the Board of Trustees shall from time to time decide, to act or advise on any matter deemed by the Board of Trustees to merit special action or professional or other advice and any such Group shall have and exercise any such powers as the Board of Trustees shall refer to it and the Board of Trustees shall further have the power to withdraw, enclose or modify the powers so referred.

43. Any delegation of powers to a Committee or a Group may be made subject to any conditions which the Board of Trustees may impose and which may be revoked or altered as they shall determine.
44. The proceedings of a Committee or a Group shall be governed by the relevant provisions of these Articles regulating the proceedings of the Board of Trustees in so far as they are capable of applying to such Committee or Group and so far as not altered by any rules, regulations or byelaws made by the Board of Trustees.
45. The delegation of the powers of the Board of Trustees to a Committee pursuant to Article 40 or to a Group pursuant to Article 42 is subject to the provisos that all acts and proceedings of any Committee or Group shall be fully and promptly reported back to the Board of Trustees and that any funds agreed to be expended by such Committee or Group shall only be expended within a budget previously agreed by the Board of Trustees.

#### APPOINTMENT AND RETIREMENT OF TRUSTEES

46. At every Annual General Meeting, one third of the Trustees elected by the members of the Institute or, if their number is not three or a multiple of three, the number nearest to one third, shall retire from office.
47. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between Trustees who became or were last re-appointed as Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
48. A Trustee retiring at an Annual General Meeting shall as provided by Article 50 but subject to Article 53 be eligible for re-election and if he is not re-elected he shall hold office until the conclusion of the business of such meeting.

49. Any person co-opted as a Trustee by the Board of Trustees pursuant to Article 55 shall hold office for such period as the Board of Trustees shall at the date of his co-option determine. At the expiry of his period of office such a co-opted Trustee shall retire as a Trustee but subject to Article 53 be eligible for re-co-option by the Board of Trustees.
- 50.1 In respect of Trustees elected by the members of the Institute, not less than forty-nine Clear Days before each Annual General Meeting, the Board of Trustees shall give notice in writing:-
- 50.1.1 to each Trustee elected from the members of the Institute who is due to retire, inviting them, if they so wish, to signify by notice their intention to offer themselves for re-election; and
- 50.1.2 to each member of the Institute, specifying the places on the Board of Trustees which are expected to fall vacant at that Annual General Meeting and inviting each member to nominate any individual or individuals to fill those vacancies.
- 50.2 All notices and nominations given to the Board of Trustees pursuant to Article 50.1 shall be made in Writing in such form and executed in such manner as the Board of Trustees may prescribe. No such notice or nomination shall be valid unless delivered to the Office at least thirty-five Clear Days before the date of the Annual General Meeting to which it relates.
- 51.1 If the number of notices received from those Trustees elected by the members of the Institute who are due to retire and the nominations received from the members of the Institute pursuant to Article 50 is less than or equal to the number of vacancies to be filled, the individuals to which such notices and nominations relate shall take office as Trustees with effect from the conclusion of the Annual General Meeting in respect of which notices and nominations are made. If the number of notices and



nominations received from members of the Institute exceeds the number of vacancies to be filled, the individuals to take office as Trustees shall be those of the nominees or retiring Trustees seeking re-election who are elected by a postal ballot of the members of the Institute.

- 51.2. On a ballot each member of the Institute shall have as many votes as there are vacancies to be filled but otherwise ballots shall be conducted in such manner as the Board of Trustees may determine.
- 51.3 The appointment of a Trustee elected by ballot shall take effect from the conclusion of the Annual General Meeting in respect of which the nominations were made.
52. The accidental omission to give notice for the appointment of Trustees, or to send ballot papers to, or the non-receipt of such notice or ballot papers by, any person entitled to receive such notice or ballot papers or the non-receipt by the Institute of any ballot returns, shall not invalidate any appointment or ballot.
53. Subject to the Transitional Arrangements, the total consecutive period of office of any person appointed as a Trustee shall not extend beyond a period ending at the conclusion of the business of the ninth Annual General Meeting following the meeting at which he was first appointed to such office.
54. In the event that a Trustee elected by the members of the Institute shall cease to be a Trustee for any reason other than his retirement pursuant to Articles 46, 49 or 53, the Board of Trustees may appoint a person who is willing to act to be a Trustee to fill such a vacancy. A Trustee so appointed shall hold office only until the next following Annual General Meeting. If not elected as a Trustee at such meeting he shall vacate office at the conclusion of such meeting.
55. The Board of Trustees may co-opt not more than four members of the Institute to be Trustees such members to hold office in accordance with the provisions of Article 49.

#### DISQUALIFICATION AND REMOVAL OF TRUSTEES

56. The office of a Trustee shall be vacated if:-
- 56.1 he ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee; or
  - 56.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 56.3 he is, or may be suffering from mental disorder and either:-
    - 56.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - 56.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - 56.4 he ceases to be a member of the Institute; or
  - 56.5 he resigns his office by notice to the Institute; or
  - 56.6 he shall for more than twelve consecutive months have been absent without permission of the Board of Trustees from meetings of the Board of Trustees held during that period and the Board of Trustees resolves that his office be vacated; or
  - 56.7 he is removed from office by virtue of a resolution duly passed by a general meeting pursuant to section 303 of the Act.

PROCEEDINGS OF THE BOARD OF TRUSTEES

57. Subject to the provisions of the Articles, the Board of Trustees may regulate its proceedings as it thinks fit. Five Trustees may and the Secretary at the request of five Trustees shall call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the Institute shall have a second or casting vote.
58. The Annual Meeting of the Board of Trustees shall be held in each year at such time as the Board of Trustees may determine, not being more than twenty-eight Clear Days after the date of the last Annual General Meeting.
59. The quorum for the transaction of the business of the Board of Trustees shall be five.
60. The continuing Trustees may act notwithstanding any vacancies in their number but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
61. The Chair shall preside at every meeting of the Board of Trustees at which he is present. But, if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chair of the Institute will be chair of the meeting. But, if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board of Trustees may appoint one of their number to be chair of the meeting.

62. All acts done by a meeting of the Board of Trustees or any committee of the Board of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
63. A resolution in Writing, signed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees, or of a committee of the Board of Trustees, shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of the Board of Trustees duly convened and held and may consist of several documents in the same form each signed by one or more Trustees.
- 64.1 Save as otherwise provided by these Articles, a Trustee shall not vote at a meeting of the Board of Trustees or of a committee on any resolution concerning a matter in which he has directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Institute, unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- 64.1.1 the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Institute; or
- 64.1.2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Institute for which the Trustee has assumed responsibility in whole or part and whether alone or jointly with others under guarantee or indemnity or by the giving of security.

- 64.2 For the purposes of Article 64.1, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Institute), connected with a Trustee shall be treated as an interest of the Trustee.
65. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
66. If a question arises at a meeting of the Board of Trustees, or of a committee, as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his ruling in relation to any Trustee other than himself shall be final and conclusive.

#### THE RNID ASSEMBLY

- 67.1 In accordance with the Transitional Arrangements there shall be established an Assembly the functions of which shall be as set out in Article 68.
- 67.2 Subject to the Transitional Arrangements, the constitution and proceedings of the Assembly shall be as determined by the Board of Trustees from time to time in rules, regulations or byelaws adopted by the Board of Trustees for the regulation of the Assembly.

#### FUNCTIONS OF THE RNID ASSEMBLY

- 68.1 Subject to any subsequent directions of the Board of Trustees, the functions of the Assembly will be:-
- 68.1.1 to provide a discussion forum on relevant policy issues of concern to the Institute in all the Institute's work including those areas where the Institute does not provide a service; and
- 68.1.2 to act as an information exchange and liaison forum for the Institute.

69. The Assembly may give appropriate recommendations and advice to the Board of Trustees arising as a result of its discussions provided however that the Board of Trustees shall not be bound to accept or act upon any such recommendations or advice.

#### VICE CHAIR OF THE RNID ASSEMBLY

70. The individual members of the Assembly will at the Annual Meeting of the Assembly elect one of their number to be the Vice-Chair of the Assembly.
71. The person so elected as Vice-Chair of the Assembly shall act in such capacity for such period as may be determined by the Assembly but in any event not exceeding a period ending at the conclusion of the business of the third Annual Meeting of the Assembly following the meeting at which he was so elected. At the expiry of his term of office such person shall subject to Article 72 be eligible to be re-elected in such capacity for a consecutive term.
72. The total consecutive period of office of any person elected as the Vice-Chair of the Assembly shall not extend beyond a period ending at the conclusion of the business of the ninth Annual Meeting of the Assembly following the meeting at which he was first elected to such office.

#### PATRON

- 73.1 The Board of Trustees may appoint a Patron who shall hold office until such time as he shall retire or is removed from office by the Board of Trustees. A Patron need not necessarily be a member of the Institute.
- 73.2 A Patron shall not be or become an officer or trustee of the Institute for any of the purposes of the Act.

#### PRESIDENT

- 74.1 The Board of Trustees shall appoint a President who shall hold office until such time as he shall retire or be removed from office by the Board of Trustees. The President so appointed must be a member of the Institute.
- 74.2 The President shall not be or become a Trustee and shall not, by reason of his office, be entitled to vote at any meeting of the Board of Trustees but shall be entitled to receive notice of and to attend all such meetings.

#### VICE-PRESIDENTS

- 75.1 The Board of Trustees may from time to time appoint any person not necessarily being a member of the Institute, to be a Vice-President of the Institute. A Vice-President shall hold office until such time as he shall retire or be removed from office by the Board of Trustees.
- 75.2 A Vice-President shall not be or by reason of his office become an officer of the Institute for any of the purposes of the Act. A Vice-President shall not by reason of his office become a Trustee for any of the purposes of the Act, but a Trustee may be appointed by the Board Trustees to be a Vice-President.
- 75.3 A Vice President shall not by reason of his office be entitled to vote at any meeting of the Institute but shall be entitled to receive notice of and attend any such meeting.

#### HONORARY OFFICERS

76. The Honorary Officers of the Institute shall consist of the Chair, the Vice-Chair of the Institute and the Honorary Treasurer.
- 77.1 Subject to the Transitional Arrangements, the Trustees shall appoint three of their number to be the Chair, the Vice-Chair of the Institute and the Honorary Treasurer of the Institute.

- 77.2 Subject to the Transitional Arrangements, any person so appointed shall hold office for a period ending at the conclusion of the business of the third Annual Meeting of the Board of Trustees following the meeting at which he was appointed when he shall retire but subject to his continuing as a Trustee be eligible for re-appointment.
78. The total consecutive period of office of any person elected as one of the Honorary Officers of the Institute shall not extend beyond a period ending at the conclusion of the business of the ninth Annual Meeting of the Board of Trustees following the meeting at which he was first appointed to such office.
79. At each subsequent Annual Meeting of the Board of Trustees at which the term of office of one or more of the Honorary Officers of the Institute comes to an end, the Board of Trustees shall appoint or subject to the provisions of Article 78 may re-appoint a person or persons from among the Trustees to fill such vacancy or vacancies.
80. The individuals to be appointed as Honorary Officers of the Institute shall be those Trustees who have been nominated and if necessary elected by a postal ballot of the Trustees held prior to the meeting of the Board of Trustees at which the appointment is to be made. On a ballot each Trustee shall have one vote in respect of each office but otherwise ballots shall be conducted in such manner as the Board of Trustees may determine.
81. The Board of Trustees may from time to time fill any vacancy caused by the death or resignation of the Chair, the Vice Chair of the Institute or the Honorary Treasurer. The person so appointed shall hold office until the conclusion of the business of the Annual Meeting of the Board of Trustees next following the date of his appointment and shall be eligible subject to his continuing as a Trustee to stand for election at that meeting. The period from appointment to the date of the next Annual Meeting of the Board of Trustees shall not be taken into account in determining the maximum period of service.



#### SECRETARY

82. Subject to the provisions of the Act, the Secretary shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board of Trustees. The secretary shall not be a member of the Institute or a member of the Board of Trustees.

#### MINUTES

83. The Board of Trustees shall cause minutes to be made in books kept for the purpose:-
- 83.1 of all appointments of officers made by the Board of Trustees; and
- 83.2 of all proceedings at meetings of the Institute, the Assembly and of the Board of Trustees, and of Committees and Groups including the names of the persons present at each such meeting.

#### THE SEAL

84. The seal shall only be used by the authority of the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by at least two Trustees and by the Secretary.

#### ACCOUNTS

85. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Institute except as conferred by statute or authorised by the Board of Trustees or by ordinary resolution of the Institute.
86. Once at least in every year the Accounts of the Institute 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.

#### NOTICES

87. 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 Board of Trustees need not be in Writing.
88. The Institute may give any notice to a member either personally or by sending it by post in a first class prepaid envelope addressed to the member at his registered address, or by leaving it at that address. A member whose registered address is not within the United Kingdom, and who gives to the Institute an address within the United Kingdom at which notices may be given to him, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.
89. A member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
90. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### INDEMNITY

- 91.1 All Trustees, members of the Assembly, advisers and employees of the Institute may be:-
  - 91.1.1 indemnified out of the funds of the Institute from all losses and expenses incurred in the discharge of their respective duties, except such as happen through their own respective wilful acts or defaults;

91.1.2 chargeable only for so much money or property as they shall themselves actually receive for the Institute;

91.1.3 answerable only for each for their acts, neglects or defaults, and not for those of any person, nor for the insufficiency of any security for money invested, or of title to any estate or property acquired, nor for any loss or damage which might happen in the execution of their respective duties.

92. The provisions of this Article shall only have effect in so far as they are not avoided by section 310 of the Act.

#### DISSOLUTION

93. Clause 7 of the Memorandum of Association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were replicated in these Articles.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE ROYAL NATIONAL INSTITUTE  
FOR THE DEAF

Passed on 28th October 1992

At the Annual General Meeting of the above Company duly convened and held on 28th October 1992 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed from "The Royal National Institute for the Deaf" to "The Royal National Institute for Deaf People".

.....*Ashley of Stoke*.....  
Chairman of the Meeting





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 454169

I hereby certify that

THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

having by special resolution changed its name,

is now incorporated under the name of

THE ROYAL NATIONAL INSTITUTE FOR DEAF  
PEOPLE

Given under my hand at the Companies Registration Office,

Cardiff the 14 DECEMBER 1992

*P. Bevan*  
P. BEVAN

an authorised officer

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

of

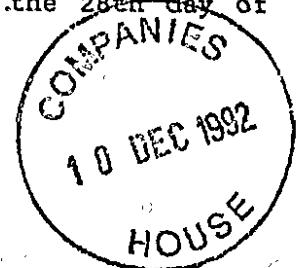
THE ROYAL NATIONAL INSTITUTE FOR THE DEAF

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1. The name of the Company (hereinafter called "the Institute") is "The National Institute for the Deaf"\*.
2. The registered office of the Institute will be situate in England.
3. The objects for which the Institute is established are:-
  - (A) To acquire the property, business and undertaking of the existing unincorporated association known as the National Institute for the Deaf, whose office is at 105 Gower Street in the County of London or such part of such property, business and undertaking as can be legally vested in the Institute, and to carry on the work of the said Association, and to hold and administer all charitable funds now held and administered by it;

\*Name changed to "The Royal National Institute for the Deaf" on the 19th day of July 1962, pursuant to a special resolution passed on the 13th day of July 1962.

\*Name changed to "The Royal National Institute for Deaf People" on 1st December 1992 pursuant to a special resolution passed on the 28th day of October 1992.



- (B) to promote and encourage the prevention and mitigation of deafness and the better treatment, education, training, employment and welfare of deaf people (which expression in this Memorandum includes the full range of deaf people whose hearing is significantly different from that of the general population), generally to promote, safeguard and protect the interests and welfare of deaf people;
- (C) to bring together in council representatives of the various national and local bodies engaged in promoting or protecting the welfare of deaf people, together with representatives of public opinion and persons engaged in general social welfare work;
- (D) to support, financially or otherwise, and cooperate with local and other bodies, institutions, agencies, societies or associations, incorporated or unincorporated, engaged in any work for the welfare of deaf people;
- (E) to promote or support, financially or otherwise, the training of teachers of and welfare workers for deaf people;
- (F) to promote, oppose and watch over legislation affecting deaf people, and to promote, support and assist the carrying into effect of any legislation affecting deaf people;
- (G) to provide facilities for social intercourse between deaf people, and for this purpose to establish, maintain, manage and assist, financially or otherwise, clubs for deaf people, provided always that any such facilities or clubs shall be for the benefit of deaf people generally and shall not be restricted, directly or indirectly, to members of the Institute;
- (H) to establish, maintain and manage institutions, homes, hostels, rest houses and holiday homes or camps for the treatment, care or benefit of deaf people, and to assist deaf people, financially or otherwise, in obtaining medical or surgical advice or treatment;

- (I) to assist deaf people (not being members of the Institute), financially or otherwise, in obtaining technical, professional or general education, and to establish, maintain and manage colleges, schools and classes for the technical, professional or general education of deaf people, and to provide, financially or otherwise, for the delivery and holding of lectures, exhibitions, public meetings, classes, concerts and conferences calculated, directly or indirectly, to advance the cause of such education;
- (J) to assist deaf people in obtaining employment or establishing themselves in trades, professions or occupations by establishing employment bureaux or departments or by granting financial assistance or otherwise;
- (K) to conduct and encourage or support, financially or otherwise, investigation or research into the causes, prevention, cure, mitigation or treatment of deafness or into any matter concerned with the welfare of deaf people and to collect, publish and distribute information thereon in the United Kingdom or elsewhere;
- (L) to encourage and support, financially or otherwise the discovery of, and to investigate and make known the nature, qualities and effects, of inventions which are or may be considered capable of being applied, directly or indirectly, to the prevention, cure, mitigation or treatment of deafness or for purposes, beneficial or advantageous to deaf people, and to acquire any patents, licences or other protection covering any such invention;
- (M) to appeal for, raise, collect, expand, invest and accumulate funds, income and other property, and to receive subscriptions, donations, and legacies for the purposes aforesaid, and to undertake and carry out propoganda work of all descriptions for making known the objects of the Institute obtaining funds for carrying out such objects, co-ordinating the efforts and activities of all persons and bodies engaged in or interested in securing the welfare of deaf people or the prevention, cure, amelioration or treatment of deafness, and generally furthering the objects of the Institute;



- (N) to undertake and execute any trusts established or constituted wholly or partially for the prevention, cure, mitigation or treatment of deafness or for benefitting deaf people or any particular deaf individual or class of deaf people or his or their dependents, and to establish, superintend, administer and contribute to any charitable funds established for the like purposes, and to give charitable aid to any deaf individual or the dependents of any deaf individual who may be in poor financial circumstances, and who is or are not a member or members of the Institute;
- (O) to grant pensions or gratuities to any employees or ex-employees of this Institute or dependents of any such persons, and to establish or support funds and trusts which may be considered calculated to benefit any such persons; provided that such persons shall not at the time of receiving such pensions or gratuities be members of the Institute;
- (P) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its powers, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute;
- (Q) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its powers.
- (R) to undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects;
- (S) to borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit;

- (T) to invest the monies of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law;
- (U) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects;
- (V) to effect insurance by or on behalf of any trustee or officer of the Institute against their liability in respect of acts which are undertaken by them in the administration of the Institute either properly or in breach of trust but in the bona fide belief that they were not in breach of trust; and to bear the cost of effecting and maintaining such insurance from the property of the Institute or its income;
- (W) to acquire, retain and dispose of any wholly owned subsidiary provided that:-
  - (W)(i) such subsidiary pays all of its profits available for distribution to the Institute to be applied towards the promotion and carrying out of the objects and powers of the Institute;
  - (W)(ii) no Trustee or other person concerned in the management of the Institute shall hold any salaried office or employment in such subsidiary or enter into any contract with such subsidiary other than a contract which if entered into by the Institute would not have infringed clause 4 hereof;
  - (W)(iii) such subsidiary may make any payment in good faith of reasonable and proper remuneration to any member,

officer or servant of the Institute not being a Trustee of the Institute for any services actually rendered to such subsidiary; and

- (W)(iv) the Institute shall not bear any costs of incorporation or acquisition of any such subsidiary nor shall the Institute enter into any transactions with any such subsidiary save for transactions on an arm's length basis.
- (X) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Institute shall not support with its funds any power, 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 Institute would make it a Trade Union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Institute 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 Managers or Trustees of the Institute 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the object of the Institute 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 the members of the Institute.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no trustee of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any trustee of the Institute, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a trustee of the Institute may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 Institute 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 £1.05.

7. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other charitable institution or institutions having objects compatible with the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.