

THE COMPANIES ACTS 1985 TO 1989

**THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL.**

**SPECIAL RESOLUTION TO ALTER THE MEMORANDUM
AND ARTICLES OF ASSOCIATION PASSED BY THE MEMBERS OF THE
COMPANY IN MEETING ON THE 15TH OF OCTOBER 1997**

MEMORANDUM OF ASSOCIATION

- (a) That Clause 3(A) of the Memorandum of Association be deleted
- (b) That Clause 3(B) of the Memorandum of Association become Clause 3
- (c). That a new Clause 4 be inserted in the Memorandum of Association as follows:-

"4. Powers

To promote its objects but not for any other purpose the Institute shall have power"

and that Clauses 3(c) to 3(w) of the Memorandum be renumbered Clauses 4.1 to 4.21 that a new clause 4.22 be added as follows:-

"To carry on trade ancillary to the Institute's objects"

and that Clause 3 (x) be renumbered 4.23 and that the provisos to what was clause 3(x) be deleted.

ARTICLES OF ASSOCIATION

- (a). That Article 1.1 be amended by the insertion of the following:-

"The Review Committee"

The Committee established by the Board of Trustees comprising at least one Trustee and such other persons as the Trustees shall deem appropriate to consider appeals made under Article 8.1".



(b). That Article 4 be deleted and replaced with the following:-

“4.1 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 may be admitted as members of the Institute in accordance with the policy laid down by the Board of Trustees from time to time;

4.2 If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members;

4.3 Subject to the Institute’s right to decline to accept any person as a member, an unincorporated association or body shall be able to replace the member who is its representative with another person by giving notice in writing to the Institute without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.”

(c). That Article 6 be deleted and replaced with the following:-

“The Institute may refuse to admit any person to membership of the Institute without showing cause.”

(d). That Article 8.1 be deleted and replaced with the following:-

“The Board of Trustees may resolve to remove any person as a member of the Institute without giving cause. Any member so removed shall have the right to appeal within a period of 28 days from the date of his removal by serving written notice on the Secretary at the Office. The Review Committee shall hear his appeal within 28 days of the date of receipt by the Secretary of the notice of appeal.”

(e). That Article 8.2 be deleted and replaced with the following:-

“The membership of any member who fails within 90 Clear Days after written notice by the Institute requesting payment to pay in full any subscription shall automatically be cancelled. The member concerned shall cease forthwith to be a member and his name shall be removed from the register of members.”

(f). That Article 9 be deleted and replaced with the following:-

“Subject to Articles 4.2 and 4.3 the rights and privileges of membership shall be personal to a member and not transferable or transmissible and shall cease on their death or being a Corporation on its dissolution or ceasing to exist.”

(g). That Article 10 be amended by deleting:-

“on the first day of April in each year”

and substituting:-

“on the date of joining the Institute and on the anniversary thereof in each subsequent year.”

(h) That Article 35 be amended by deleting the word “sixteen” and substituting the word “eighteen”.

(i) That Article 36.3 be deleted and replaced with the following:-

“up to six persons, co-opted by the Board of Trustees under the provisions of Article 55.”

(j). That Article 50.1.2 be deleted and replaced with the following:-

“to each member of the Institute, specifying the places on the Board of Trustees which are expected to fall vacant at the Annual General Meeting and inviting each member who has been a member for at least 6 months at the date of the close of nominations to nominate any individual or individuals to fill those vacancies provided that any person so nominated must have been a member of the Institute for at least 6 months prior to the date of the close of nominations.”

(k). That Article 51.1 be amended by deleting the last sentence thereof and replacing it with the following:-

“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 those members of the Institute who will have been members of the Institute for at least 6 months on the date of despatch of the ballot papers.”

(l) That Article 55 be deleted and replaced with the following:-

“The Board of Trustees may co-opt not more than six persons to be Trustees such persons to hold office in accordance with the provisions of Article 49”.

.....*Jack Ashley*.....
RT. Hon Lord Ashley of Stoke
President of RNID
Chairman of the Meeting