

THE COMPANIES ACT 1948

**MEMORANDUM AND ARTICLES
OF ASSOCIATION OF**

**WELLS CATHEDRAL
SCHOOL, LIMITED**

Company limited by guarantee and not
having a share capital

Company Number 564883

Incorporated on 18th April 1956

Reddings
"Applegarth"
Oakridge Lane
Sidcot
Winscombe
North Somerset
BS25 1LZ



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COMPANIES HOUSE

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THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF WELLS CATHEDRAL SCHOOL, LIMITED

(As amended by Special Resolutions passed on 29th September 2000 and 12th February 2002)

1. The name of the Company (hereinafter called the Association) is "WELLS CATHEDRAL SCHOOL, LIMITED".
2. The registered office of the Association will be situate in England.
3. The Association is established for the following objects so far as they are in law charitable:-
 - (A) To promote the cause of education in accordance with the doctrine of the Church of England.
 - (B) In furtherance of that object to acquire and take over as a going concern and carry on and develop the school known as The Wells Cathedral Grammar School for many years carried on in the Liberty of Saint Andrew in Wells in the County of Somerset and with a view thereto to acquire (so far as lawfully may be) the land, buildings, equipment and goodwill of the said school and any other school or schools convenient to be held therewith.
 - (C) To provide in particular for the training and instruction of the Quiristers of the Cathedral Church of Saint Andrew in Wells and other pupils at the said school in every branch of learning, in citizenship, in outdoor pursuits and in arts and crafts of all kinds, and on the basis of Christian principles and in accordance with the doctrine of the Church of England to provide such pupils with spiritual, moral, mental and physical training.
 - (D) In furtherance of the foregoing objects to do all or any of the following things:-
 - (1) To provide, erect, construct, lay down, carry out, enlarge, alter, maintain, improve, equip, manage and superintend (and by subsidy or contribution or otherwise assist or take part in so doing) any schools houses, boarding houses, classrooms, laboratories, gymnasiums, sanatoriums, playgrounds and playing fields, swimming and other

baths, reading rooms, libraries and studios and generally any buildings, works, machinery and conveniences that may be necessary or desirable for the promotion of the Association's objects.

- (2) To receive donations and subscriptions for any of the purposes of the Association, and to accord to the donors thereof such privileges (if any) as the Association shall from time to time determine and as shall be consistent with the other provisions of the Association's Memorandum and Articles of Association.
- (3) To create and administer and assist in the creation and administration of scholarships, exhibitions and bursaries, and where needed to provide financial assistance (either by the reduction or remission of fees or by such other means as shall be thought fit) for parents and guardians of the said Quiristers and other pupils at the said school.
- (4) To undertake and execute either gratuitously or otherwise any trusts the undertaking and execution whereof may be conducive to the attainment of the Association's objects or any of them.
- (5) Subject as to land to the provisions of section 14 of the Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the Association's objects or any of them.
- (6) To sell, exchange, let, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Association as may be expedient with a view to the promotion of its objects.
- (7) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Association in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Association or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (8) To invest any moneys of the Association not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature as may be thought fit, and to vary the investment thereof in such manner as may from time to time be determined, but so that any moneys subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education or representing property so subject shall be invested only upon such investments and with such sanction (if any) as may for the time being be required by law.

- (9) To establish and support or aid in the establishment and support of any charitable associations, institutions or trusts, and to subscribe or guarantee money for charitable purposes in any way connected with the objects of the Association or which may be conducive to the attainment of its objects or any of them.
 - (10) To provide for the welfare of persons who are or have been in the employment of the Association or who have been employed in connection with the said school, and the widows, families and dependants of such persons, to grant them pensions, allowances, gratuities and charitable aid, and to establish and support or aid in the establishment and support of any pension or superannuation funds or schemes for their benefit.
 - (11) To provide indemnity insurance to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors of the Association.
- (E) To do all such other things as are incidental or conducive to the attainment of the Association's objects or any of them.

Provided that the Association 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 Association would make it a trade union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Minister of Education, the Association 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 Governors of the Association shall be chargeable for such property as 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 Governors have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Governors, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall

take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

4. 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 this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, division, bonus or otherwise howsoever by way or profit to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any service actually rendered to the Association, 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 Association; but so that no Governor of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any Governor 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 Association; provided that the provision last aforesaid shall not apply to any payment to any Company of which a Governor may be a member 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 and provided also that the provision last aforesaid shall not apply to any payment by the Association of any premium in respect of any indemnity insurance to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the association but only insofar as such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors of the Association.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of it 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 Association 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 amongst themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to The Cathedral Trust or, at the option of the Chapter of Wells Cathedral, shall be given to some other institution or institutions having objects similar to the objects of the Association, 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 upon the Association under or by virtue of clause 4 of this Memorandum of Association, such institution or institutions to be determined by the said Dean and Chapter at or before the time of dissolution or, in default, by the Minister of Education; and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, 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 Association for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association 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.

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF WELLS CATHEDRAL SCHOOL, LIMITED

(As amended by Special Resolutions passed on the 13th April 1965 and the 9th December 1991 and the 10th March 1997 and 12th February 2002.)

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1948
These Articles	These Articles of Association and the regulations of the Association from time to time in force.
The Association	Wells Cathedral School, Limited
The Governing Body	The Governors for the time being of the Association
Governor	A member of the Governing Body
Office	The registered office of the Association
Seal	The common seal of the Association
Secretary	The Secretary of the Association or any person appointed for the time being to perform his duties
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month

WORDS

MEANINGS

Year	Year from the 1st January to the 31st December inclusive
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 shall, it not inconsistent with the subject or context, bear the same meanings in these Articles.

2. When any provision of the Act is referred to, the reference is to such provision as modified by any statute for the time being in force.
3. The Association is established for the objects expressed in the Memorandum of Association.

MEMBERS

4. For the purpose of registration the number of the members of the Association is declared not to exceed 100, but the Governing Body may from time to time register an increase of members.
5. The members of the Association shall consist of:-
 - (A) any five nominees (from eight) of the Chapter of the Cathedral Church of St Andrew in Wells excepting the Cathedral Administrator if he or she be one of the said eight as nominated in writing to the Association by such Chapter at any time or from time to time.
 - (B) elected members, who shall be such other persons as, having consented in writing to become members, shall be admitted to membership by election by the Governing Body.

The first members of the Association shall be the subscribers of the Memorandum of Association, of whom The Right Honourable the Earl Waldegrave and Vice-Admiral Oliver Bevir and Edmund Page, Esquire, shall be deemed to be elected members. The names of all members shall be entered in the register of members upon their accession or election to membership, as the case may be, and shall forthwith be removed from such register upon the member ceasing to be a member.

6. The rights and privileges of an elected member of the Association shall be personal to the member and shall cease on his death.
7. Every member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a member.
8. An elected member may at any time by notice in writing to the Association resign his membership and he shall thereupon cease to be a member of the Association, but he may be re-admitted to membership.
9. The Governing Body may resolve that any elected member of the Association shall cease to be a member of the Association, and forthwith upon the passing of any such resolution the member named therein shall cease to be a member of the Association.

GENERAL MEETINGS

10. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meetings shall be held at such time and place as the Governing Body or its Chairman shall appoint.
11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Governing Body or its Chairman may, whenever it or he thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Body or its Chairman.

NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the

general nature of that business, and shall be given in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are under the Articles of the Association entitled to receive such notices from the Association. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- (A) in the case of a meeting called as the 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 at the meeting, being a majority together representing not less than 95 per cent. of the total voting rights at that meeting of all the members.
14. 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 of it shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Governing Body and of the Auditors, and the fixing of the remuneration of the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three members present in person shall be a quorum.
17. If within fifteen minutes 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 to such other day and at such other time and place as the Chairman of the meeting shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.
18. The Chairman of the Governing Body shall preside at every General Meeting of the Association, but if he shall not be present within five minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice-Chairman of the Governing Body shall preside at the meeting, or if he shall not be present within five minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Governors present shall choose one of their number to be Chairman of the meeting.
19. If at any meeting no Governor shall be willing to act as Chairman, or if no Governor shall be present within fifteen minutes after the time appointed for

holding the meeting, the members of the Association present shall choose one of their number to be Chairman of the meeting.

20. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Notice of an adjourned meeting shall be given as in the case of an original meeting except that the length of notice to be given shall be seven days at the least exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members of the Association present in person and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(A) by the Chairman; or

(B) by at least three members present in person; or

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

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
23. If a poll is duly demanded 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. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
25. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Association entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person or persons.

VOTES OF MEMBERS

27. Subject as hereinafter provided, every member of the Association shall have one vote, and no member shall vote by proxy.
28. Any corporation which is a member of the Association 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 Association, 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 Association.
29. No member shall be entitled to be present or to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid, but any accidental admission of a vote which is not authorised under this Article shall not invalidate the resolution upon which it was given.

GOVERNING BODY

30. The Governing Body shall consist of:-
- (A) any five nominees (from eight) of the Chapter of the Cathedral Church of St Andrew in Wells excepting the Cathedral Administrator if he or she be one of the said eight as nominated in writing to the Association by such Chapter at any time or from time to time and
 - (B) such other persons (up to a maximum of six) as the five nominees (nominated pursuant to (A) above) may from time to time appoint.
 - (C) in the event of any of the five nominees (nominated pursuant to (A) above) resigning as a member of the Governing Body then the Chapter of the Cathedral Church of St Andrew in Wells may appoint another person to fill the vacancy occurring.

Every nominee nominated pursuant to paragraph (A) above shall forthwith become and remain a Governor unless and until he or she elects to resign and during his/her tenure (unless he or she has resigned) shall remain a Governor notwithstanding that during such tenure he/she shall have attained the age of seventy years.

Governors appointed under sub-paragraph (B) of this Article shall retire at the next Annual General Meeting and thereafter at the Annual General Meeting in every subsequent year one third of the Governors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

A retiring Governor shall be eligible for re-election.

31. The office of a Governor shall be vacated in case of any of the five nominees (nominated pursuant to sub-paragraph (A) of Article 30 above):
- (A) if he/she cease to be a member of the Chapter of the Cathedral Church of St Andrew in Wells; or
 - (B) if he/she shall cease to hold office, or is prohibited from holding office, by virtue of any provision of the Act; or
 - (C) if he/she shall resign from being a Governor.
- 31A. The office of a Governor shall be vacated in the case of an appointed Governor under Article 30(B) or 30(C)
- (A) if a Governor resigns his office by notice in writing to the Company, or
 - (B) if he shall for more than six months have been absent without permission of the Governors from meetings of the Governors held during that period, or
 - (C) if he shall cease to hold office, or is prohibited from holding office, by virtue of any provision of the Act, or
 - (D) in the case of a Governor appointed under Article 30(C) if that Governor ceases to be a member of the Chapter of the Cathedral Church of St Andrew in Wells.

POWER OF THE GOVERNING BODY

32. The business of the Association shall be managed by the Governing Body, which may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised or done by the Association and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject, nevertheless, to the provisions of any statute or of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation by the Association in General Meeting shall invalidate any prior act of the Governing Body which would have been valid if that regulation had not been made.

33. Subject to the provisions of the Memorandum of Association and of these Articles, the Governing Body may make rules with respect to the carrying into effect of all or any of the purposes of the Association or all or any of the provisions of these Articles.

PROCEEDINGS OF THE GOVERNING BODY

34. The Governing Body or any committee of the Governing Body may meet together for the despatch 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 three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
35. The Chairman of the Governing Body may, and on the request of two Governors the Secretary shall, at any time summon a meeting of the Governing Body. It shall not be necessary to give notice of a meeting of the Governing Body to any Governor who is for the time being absent from the United Kingdom.
36. The Dean of Wells shall be Chairman, and such of the Canons of Wells as shall for the time being be Chancellor of the said Cathedral Church shall be the Vice-Chairman, of the Governing Body. The Chairman of the Governing Body shall preside at all meetings of the Governing Body at which he shall be present. At any meeting at which he is not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall preside during the absence of the Chairman. If at any meeting neither the Chairman nor the Vice-Chairman of the Governing Body is present within five minutes after the time appointed for holding the meeting, the Governors present shall choose one of their own number to be Chairman of the meeting during the absence of both the Chairman and the Vice-Chairman of the Governing Body.
37. A meeting of the Governing Body at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Governing Body generally.
38. The Governing Body may delegate any of their powers (other than the power to borrow) to committees consisting of such Governor or Governors 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 Governing Body. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governing Body so far as applicable and so far as the same shall not be superseded by any regulations made by the Governing Body as aforesaid. Any committee appointed under this Article may co-opt as additional members thereof any persons whose assistance may be deemed to be of value to the work of the committee.

39. All acts bona fide done by any meeting of the Governing Body or of any committee of the Governing Body or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that they or any of them were disqualified, be as valid as if every such person were qualified to be a Governor.
40. The Governing Body shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Governing Body and of the names of the Governors present at each meeting of the Governing Body and of any committee of the Governing Body, and of all resolutions and proceedings at all meetings of the Association and of the Governing Body and of committees of the Governing Body, and any minutes of any meeting, if purporting to be signed by the Chairman of that meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
41. A resolution in writing signed by all the members for the time being of the Governing Body or of any committee of the Governing Body entitled to receive notice of a meeting of the Governing Body or of any such committee of the Governing Body (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or of such committee duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person.

SECRETARY

42. The Secretary shall be appointed by the Governing Body 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 Governing Body. If any Governor is appointed as Secretary he shall not be entitled to remuneration.
43. A provision of the Act or those Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Governor and as, or in place of, the Secretary.

THE SEAL

44. The Governing Body shall provide for the safe custody of the seal, which shall only be used by the authority of the Governing Body or of a committee of the Governing Body authorised by the Governing Body in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governing Body for the purpose.

HONORARY OFFICERS

45. The Governing Body may at any time and from time to time appoint any person, whether a member of the Association or not, to be President or a Vice-President

or a Patron of the Association, but such offices shall be honorary offices only carrying no executive duties or responsibilities and no voting powers.

ACCOUNTS

46. The Governing Body shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

47. The books of account shall be kept at the office, or (subject to section 147 (3) of the Act) at such other place or places as the Governing Body shall think fit, and shall always be open to the inspection of the Governors.
48. The Governing Body shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Governing Body or by the Association in General Meeting.
49. The Governing Body shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.
50. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, shall, not less than twenty-one clear days before the date of the meeting, be sent to every member and to every holder of the debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

51. Once at least in every year the accounts of the Association 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.
52. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the Governors being treated as the Directors mentioned in those sections.

NOTICES

53. A notice or other document may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to him at his registered address as appearing in the register of members.
54. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at that address.
55. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the notice is posted.
56. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member of the Association except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them. No other person shall be entitled to receive notices of General Meetings.

WINDING UP

57. The provisions of clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.