

The Companies Acts 1948 to 1980
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
SUBUD BRITAIN

Company number 00678027

THURSDAY



(Incorporated on the 15th day of December 1960) (Adopted by Special Resolution passed on 6th September 1981) (Amended on 5th September 1993, 27th August 2000, 17th August 2003, 27th August 2004, 27th October 2007, 25th August 2013 and 13th August 2017)

REGISTRATION AS A CHARITY IN SCOTLAND

Pursuant to the establishment of the Office of the Scottish Regulator (OSCR) for the governance of charities registered in Scotland, it is requisite that the Memorandum & Articles of Subud Britain conform to the requirements thereof.

Accordingly, nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

- 1 In these Articles and the Regulations the words standing in the first column of the Table next hereafter 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
Subud Britain	The above named Subud Britain.
The Statutes	The Companies Acts 1948 to 1980 and every other Act for the time being in force concerning companies and affecting Subud Britain.
The Act	The Companies Act 1948.
The Articles	These Articles of Association.
The Regulations	The regulations (including any additions or alterations thereto) governing the detailed organisation of Subud Britain as Congress may from time to time determine. provided that such regulations conform to, and are not repugnant to, the principles and objects set out in the Memorandum of Association and these Articles.
The Latihan Kejiwaan	The spiritual exercise which forms the basis of Subud as expressed in Clause 2 of these Articles.
The World Subud Association	Those persons in all parts of the world who meet together to take part in the worship of Almighty God through the Latihan Kejiwaan.

Member	A person who is enrolled as a Member in accordance with Article 6 A (ii). A Member is not a member for the purposes of the Statutes and shall be entitled to exercise only the rights specifically conferred upon the Members by the Articles.
Roll of Members	An up to date record of details, to be kept at the Office, of persons enrolled as Members in accordance with Article 6 A.
Councillors	The legal members of Subud Britain as set out in Article 6 B (i).
Register of Councillors	An up to date record of the necessary details, to be kept at the Office, of Members registered for the time being as Councillors in accordance with Article 6 B.
Body	A component body of Subud Britain as set out in Article 7.
Congress	The assembly of Councillors in general meeting being the supreme authority of Subud Britain constituted in accordance with Articles 7 A and 8 A hereof.
The National Council	The National Council of Subud Britain for the time being as constituted in accordance with Articles 7 B and 9 A hereof.
Region	A division of Subud Britain comprising a number of neighbouring Groups and having a Regional Council. The composition of a Region is defined by the National Council the provisions of Article 9 A (viii).
Regional Council	A Regional Council of Subud Britain constituted in accordance with Articles 7 C, 9 A (ix), 10 and the Regulations.
Group	A Group of Members constituted in accordance with Articles 7 D, 9 A (x), 10 and the Regulations.
The National Committee	The National Committee for the time being as constituted in accordance with Article 9 A (vi) hereof.
The National Secretary	Any Member appointed to undertake the duties of Secretary of Subud Britain.
The National Treasurer	Any Member appointed to undertake the duties of Treasurer of Subud Britain.
Helpers	Those members appointed and selected through guidance received in the Latihan Kejiwaan to deal with the spiritual aspect of Subud in Group, Regional and National areas.
Dewan	A group of Helpers who together are responsible for the spiritual side of Subud in Group, Regional and National areas.
The Office	The Registered Office of Subud Britain.
The Seal	The Common Seal of Subud Britain.
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 (including electronic communications).
Electronic Communication	Has the meaning ascribed to it in the Electronic Communications Act 2000.
Electronic Signature	Has the meaning ascribed to it in the Electronic Communications Act 2000.

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

For the purposes of the Statutes and the Charities Act 2011 (as the case may be) the members of Subud Britain are the Councillors and the members of the National Council are the directors and the charity trustees.

Words importing the masculine gender only shall include the feminine gender, and vice versa.

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

2 DECLARATION OF CONSTITUTION

In adopting this Constitution, the members of the World Subud Association in Britain declared as follows: -

'The Name "Subud" is the abbreviation of the words Susila Budhi Dharma.

Susila means: The character of a true human being in accordance with the Will of the One Almighty God.

Budhi means: the highest power that exists within Man.

Dharma means: the reality of the inner feeling which submits to the Will of Almighty God with patience, trust and sincerity.

We have made this the name of the Association of our spiritual brotherhood as a symbol, indicating that we may truly become human beings who have the qualities of Susila, Budhi and Dharma, in conformity with that which we experience each time we receive and practise the latihan kejiwaan (spiritual exercise).

We acknowledge that in truth the latihan kejiwaan (or spiritual exercise) which we receive and practise comes about only because we surrender sincerely to the greatness of Almighty God.

To explain this more clearly, as soon as we have inwardly surrendered with sincerity to the greatness of God, our heart and mind, which are usually filled with imaginings of all kinds and with thinking about various problems, spontaneously cease to act, and at the same moment our entire inner feeling vibrates.

This vibration of the inner-feeling then manifests itself in the movements and activity which we call the Latihan Kejiwaan.

Although in this state we experience that our imagination and thoughts cease to act, our inner feeling is calm and conscious so that it can at all times follow the course of the movements and power which, by their nature, lead and guide us towards the worship of God.

As a result of this experience in the Latihan we are convinced that we worship only the one Almighty God, that it is only He who is able to lead, guide and bring us to Him, and that He alone can correct and ennoble our inner-feeling and soul in accordance with his will.

Such is the Latihan Kejiwaan which we have received and which we practise. So the basis of this Latihan, or of our receiving in the Latihan, is in fact our worship of Almighty God, and through His guidance we are led towards goodness of character and nobility of soul in accordance with His Will.

Because the Latihan Kejiwaan exists by the Grace of God, who is worshipped by all His creation, we can but submit to His Will the manner of its spreading throughout the world until it is received by all Mankind - by peoples of diverse races and religions.

However as we are human beings, who live on Earth and so have need of food and clothing, we are also obliged to take care of ourselves in order to maintain security and peace in our society.

Therefore, in addition to our worship of God, it is necessary for us to set up some form of organisation by which to regulate our affairs, as is customary for people who live in this world.

The manner of our organising should of course be adapted to the local conditions of our respective societies and in conformity with the laws and regulations of the countries concerned.

For this reason, it is necessary to draw up a Constitution whose contents will not be at variance with this Preamble and will not conflict with the laws and regulations of our respective countries.

3 OBJECTS OF ORGANISATION

The organisation of Subud Britain is established to:

- A implement the principles and objects set out in the Memorandum of Association and Clause 2 of these Articles
- B reflect in Britain the essential unity of the World Subud Association
- C express the responsibility of each Member for the affairs of the World Subud Association in Britain.

4 THE REGULATIONS

The Regulations shall contain detailed provisions for administering the affairs of Subud Britain. These provisions shall be determined by Congress as set out in Article 8 A (vi)(d).

5 SUBUD BRITAIN

Subud Britain shall consist of Members as set out in Article 6 and be composed of the Bodies set out in Article 7.

6 MEMBERSHIP

A Members:

- (i) Membership shall be confined to members of the World Subud Association and admission to Membership shall be subject to such rules as Congress may from time to time set out in the Regulations.
- (ii) The names and details of all Members shall be entered in the Roll of Members and kept in the manner prescribed in the Regulations.
- (iii) A person shall cease to be a Member only in the following circumstances:
 - (a) with his written consent, or
 - (b) upon his death, or
 - (c) upon his removal from the membership of the World Subud Association.
- (iv) Members shall have the power to cause to convene an Emergency Session of Congress as set out in the Regulations.

B Councillors:

- (i) Councillors shall for the time being be:
 - (a) the members of the National Council as prescribed in Article 7 B (i) and Article 7 B (ii), and
 - (b) the Chairpersons of all Groups, and
 - (c) such other Members (if any) as may from time to time be prescribed in the Regulations, either ex officio or selected in some manner.
- (ii) The provision of the Statutes shall be observed by Subud Britain and every Councillor shall either sign a written consent to become a Councillor or sign the Register of Councillors as set out in the Regulations.

- (iii) A Member shall cease forthwith to be a Councillor:
 - (i) upon his death, or
 - (ii) upon a receiving order being made against him, or
 - (iii) upon his making an arrangement or composition with his creditors, or
 - (iv) upon his ceasing to be a Member, or
 - (v) upon his resignation from office, by notice in writing to the National Secretary at the Office, or
 - (vi) upon his removal from office by Congress, or
 - (vii) (in the case of a Councillor ex officio) upon his ceasing to hold the office by virtue of which he is a Councillor, or
 - (viii) upon his being declared to be of unsound mind.
- (iv) Councillors shall have the power to convene an Emergency Session of Congress as set out in the Regulations.
- (v) The Rights of a Councillor shall be personal and shall not be transferable except that:
 - (a) Regional Chairperson may appoint another member of his Regional Council to act as his proxy at a General Session or Emergency Session or interim meeting of Subud Britain, and
 - (b) the Chairperson of a Group may appoint another Member of his Group to act as his proxy at a General Session or Emergency Session or interim meeting of Subud Britain. In each case the manner of appointment of such proxy shall be as prescribed in the Regulations.

7 COMPONENT BODIES OF SUBUD BRITAIN

A Congress:

Congress shall consist of Councillors in accordance with Article 6 B (i).

B National Council:

National Council shall consist of:

- (i) the Chairperson, who shall be chairman of Congress;
- (ii) all Regional Chairpersons who shall be appointed as prescribed in the Regulations; and
- (iii) any other Member that Congress may from time to time determine and prescribe in the Regulations.

The Regulations may also make provision for the appointment of other officers of Subud Britain as may from time to time be thought necessary and who may be ex-officio members of the National Council.

C Regional Councils:

Regional Councils shall be established by National Council under the provisions of Article 9 (ix). Each Regional Council shall consist of

- (i) a Regional Chairperson, and
- (ii) the Chairpersons of all Groups established within that Region in accordance with Article 9 A(viii), (ix) and (x).

D Groups:

Groups shall be established by the National Council when Members are able to satisfy the requirements prescribed in the Regulations. In particular each Group shall have a committee headed by a Chairperson appointed in the manner set out in the Regulations.

8 CONGRESS

A Powers:

Congress shall be the supreme authority of Subud Britain. As such Congress shall:

- (i) Exercise all such acts as are required by the Statutes and all such powers as are specifically conferred on it by these Articles and the Regulations;

- (ii) Alter or add to the Memorandum and Articles of Association provided that no addition or amendment shall be made which does not conform to the principles and objects set out in the Memorandum of Association and Clause 2 of these Articles; and provided that no such addition or amendment shall have the effect of causing Subud Britain to cease to be a Charity at Law;
- (iii) Remove the name of any Member from the Roll of Members or the name of any Councillor from the Register of Councillors upon his removal from the membership of the World Subud Association;
- (iv) Hold a General Session every calendar year as its Annual Meeting at such place as may be determined by National Council and provided that such General Session shall be held not more than fifteen months after the holding of the last preceding General Session;
- (v) Hold an Emergency Session of Congress as provided for by Articles 6 A (iv) and 6 B(v);
- (vi) At the General Session:
 - (a) Following guidance received in the latihan confirm or appoint from among the Members a Chairperson of the National Council, whose normal term of office shall be two years, and confirm or appoint other members of the National Council or other officers as prescribed in the Regulations;
 - (b) Make policy guidelines for the ensuing National Council;
 - (c) Consider and approve the income and expenditure account and balance sheet for the preceding year, consider the report of the Auditors and appoint and approve the remuneration of the Auditors;
 - (d) Make alter amend approve or ratify the detailed regulations set out in the Regulations;
 - (e) Consider any business of which proper notice has been given as prescribed in the Regulations;
- (vii) Permit such persons as it thinks fit to attend any General Session Emergency Session or interim meeting of Subud Britain as observers.

B Meetings:

- (i) All general meetings other than the General Session and the Emergency Session shall be called interim meetings.
- (ii) All business that is transacted at any interim meeting or at any Emergency Session shall be deemed special.
- (iii) All business that is transacted at any General Session shall be deemed special with the exception of:
 - (a) The confirmation or appointment of the Chairperson of the National Council, and
 - (b) the confirmation or appointment of the Chairperson of Regional Councils as members of the National Council, and
 - (c) the confirmation or appointment of other Members to the National Council under the provisions of Article 7 B (iii), and
 - (d) the consideration and approval of the income and expenditure account and the balance sheet, and
 - (e) the consideration of the report of the auditors, and
 - (f) the appointment and the fixing of the remuneration of the Auditors.
- (iv) No business shall be considered at the General Session or interim meeting of Subud Britain unless such notice thereof as may be prescribed by the Statutes and or the Regulations shall have been given prior to the date of such meeting.

C Proceedings:

- (i) The Chairperson of the National Council shall preside as Chairperson at the General Session or the Emergency Session or any interim meeting but,
 - (a) if there be no such Chairperson, or
 - (b) if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, or
 - (c) if he is unwilling to preside, then the Councillors present shall choose one of their number to preside.
- (ii) The Chairperson may with the consent of a quorum of Councillors present (and shall if so directed by the meeting) adjourn the General Session or the Emergency Session or any interim meeting from time to time, and from place to place. 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 the General Session or the Emergency Session or any interim meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.
- (iii) Members shall be eligible for any appointment at the General Session or the Emergency Session or any interim meeting of Subud Britain if, at or before the meeting, notice in writing shall have been given to the National Secretary or his deputy as follows:
 - (a) Notice in writing by a Member of his intention to propose such person for appointment, and
 - (b) Notice, signed by the Member to be proposed, of his willingness to be appointed.

9 NATIONAL COUNCIL

A Powers:

Subject to the provisions of Article 8 A (vi)(b) the National Council shall:

- (i) Manage the affairs of Subud Britain as prescribed in these Articles and the Regulations and, subject to the provision of the Statutes for the time being in force and affecting Subud Britain, exercise any additional powers and acts as are not by statute or by these Articles required to be exercised by Congress including power to open bank accounts and to authorise signatures for such bank accounts. A third party dealing with the Association shall not be concerned to see or enquire whether the policy guidelines (referred to in Article 8 A (vi)(b)) are observed, nor shall any third party incur any liability to the Company, nor shall any transaction be rendered invalid or ineffective by reason of a third party having actual or constructive knowledge of the said policy guidelines unless such third party shall have acted in bad faith;
- (ii) Convene a General Session of Congress as the Annual General Meeting of Subud Britain in accordance with Article 8 A (iv), and whenever it thinks fit to convene interim meetings of Congress; and interim 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;
- (iii) Cause proper minutes to be made of the proceedings of all meetings of Congress and the National Council together with all appointments of officers made by Congress and the National Council. Any such minutes of any meeting if purporting to be signed by the Chairperson of that meeting or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated;
- (iv) Fill any casual vacancy in the National Council or in the Chairmanship of the National Council. Any Member so appointed shall serve his term of office until the next following General Session of Congress;
- (v) Appoint or authorise the appointment of the National Secretary and the National Treasurer;

- (vi) Following each General Session of Congress set up from among the Members a Standing Committee to be known as the National Committee to carry out such functions as it may be authorised to do by the National Council. The National Committee shall consist of:

- (a) a Chairperson, and
- (b) the National Secretary, and
- (c) the National Treasurer, and
- (d) such other Members (if any) as the Chairperson of the National Committee may determine subject to the approval of the National Council.

All decisions of the National Committee shall be reported to the National Council as soon as practical after they are made;

- (vii) Set up such standing and ad hoc committees as may be required and determine their respective functions and regulate their meetings and proceedings;
- (viii) Establish Regions and define and (if they think fit) vary the composition of each Region;
- (ix) Set up a Regional Council in each Region, each such Regional Council to be constituted in accordance with the regulations;
- (x) Establish, amalgamate and dissolve Groups within each Region as they may think fit, each such Group to be constituted in accordance with the Regulations;
- (xi) Authorise the National Committee to establish and manage a permanent Secretariat for such administrative services as may be necessary. To delegate any of their functions to any Regional Council, Group or committee set up by National Council in accordance with such terms of reference as the National Council may from time to time determine.

B Meetings:

- (i) The National Council shall 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 subject to Article 11.
- (ii) A meeting may be held by suitable electronic means by which each participant can communicate with all the other participants (including by email communications, telephone or internet-based audio or visual conferences). If all the members of the National Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- (iii) A meeting of the National Council
 - (a) shall be summoned by the National Secretary at any time upon the request of three members of the National Council, or
 - (b) may be summoned by three members of the National Council. Notice of any such meeting shall be served upon the several members of the National Council as prescribed in Article 12C.

C Proceedings:

- (i) The Chairperson of the National Council shall preside at its meetings. If he is not present within fifteen minutes after the time appointed for holding the meeting the members of the National Council shall choose one of their number to be *Chairperson of that meeting*.
- (ii) The members for the time being of the National Council may act notwithstanding any vacancy in their body, provided always that in case the National Council shall at any time be less in number than the minimum prescribed by or in accordance with the Regulations it shall be lawful for them to act as the National Council for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

- (iii) All acts bona fide done by any meeting of the National Council or by any person acting as a member of the National Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the National Council.
- (iv) A resolution in writing signed (including by way of electronic signature) by all members of the National Council shall be as valid and effectual as if it had been passed at a meeting of the National Council duly convened and constituted. A resolution in writing may comprise several documents (including emails) containing the text of the resolution in like form to each of which one or more members of the National Council has signified their agreement.

D Vacation of Office:

- (i) The office of a member of the National Council shall be vacated:
 - (i) upon his death, or
 - (ii) if a receiving order is made against him, or
 - (iii) if he ceases to be a Member, or
 - (iv) if he ceases to hold office by reason of any order made under the Companies Acts 1948 to 1976, or
 - (v) if by any notice in writing to the National Secretary at the Office he resigns his office, or
 - (vi) in the case of an ex officio member of the National Council if he ceases to hold the office by virtue of which he is a member of the National Council, or
 - (vii) if he is removed from office by a resolution duly passed pursuant to section 184 of the Act, or
 - (viii) if he is declared to be of unsound mind.
- (ii) Section 185 of the Act shall not apply to Subud Britain and a Member may be appointed and continue to act as a member of the National Council notwithstanding the fact that he has attained the age of 70 years.

10 REGIONAL COUNCILS AND GROUPS

- A** Regional Councils and Groups shall be constituted and regulated in accordance with the provisions set out in the Regulations.
- B** Any amendment made to the provisions regulating a Regional Council or to the provisions regulating the constitution of any Group shall be approved by the National Council and ratified by the next Annual General Session or interim meeting of Congress in accordance with Article 8 (vi) (d).
- C** Regional Councils and Groups shall undertake such functions as the National Council shall from time to time determine.
- D** All assets held by a Regional Council or Group shall form part of the assets of Subud Britain.
- E** Each Regional Council or Group shall keep proper accounts in accordance with Article 14.

11 MEETINGS

Matters to be considered at any meeting of any of the Bodies shall be dealt with as follows:

- A** Members acting together shall normally be guided by democratic principles and shall seek consensus in decision-making. If a resolution is not approved unanimously the matter shall be decided in accordance with paragraph B of this Article.

- B* (i) If fewer than 75% of the members vote in favour of the resolution, the resolution shall not be passed.
- (ii) If a resolution is approved by a majority of not less than 75% of the members the minority shall be given a further opportunity to present their views to the Meeting. If the resolution is then approved by a majority of not less than 75% of the members it shall be passed. If approval of the resolution is not unanimous, the views of the minority shall be minuted.
- (iii) The Chairperson of any meeting may decide the manner in which and the time when the minority may present their views to the meeting in accordance with sub- paragraph B (ii) of this Article and may adjourn the meeting for that purpose.
- (iv) In this paragraph B "member" shall mean a member entitled to vote upon the resolution and attending and voting at the relevant meeting.
- (v) For the avoidance of doubt, this article 11 shall apply to meetings and resolutions decided upon by email.
- C* If, for the purpose of complying with any statute or other legal requirement,
 - (i) voting is necessary, or
 - (ii) a vote by a particular majority of Members is necessary, then each member of the relevant Body shall have one vote and the Chairperson shall be entitled to a second or casting vote. Every vote shall be given in person and not by proxy except only as provided in Article 6 B (vi)
- D* No business shall be transacted unless a quorum is present. Save as herein otherwise provided one third of the members of the relevant Body, but not less than three, personally present, shall form a quorum.
- E* Any meeting shall be dissolved if a quorum of those entitled to receive notice is not present within fifteen minutes after the time appointed for the holding of that meeting.
- F* The accidental omission to give notice of a meeting to, or the non-receipt thereof by, any Member or Body entitled thereto, shall not invalidate any resolution passed at, or the proceedings of, any meeting.

12 NOTICES

- A* Notice in writing of meetings shall be given as follows:
 - (ix) At least twenty one days' notice of every General Session or Emergency Session or any interim Meeting of Subud Britain and of every annual general meeting of a Regional Council or Group, and
 - (ii) At least fourteen days' notice of every other meeting of any Body.
 - (iii) The period of any such notice shall be exclusive both of the day on which it is served or deemed to be served and of the day for which it is given. Every such notice shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business. Notice in writing shall be given in the manner prescribed in these Articles and in the Regulations to such persons (including where appropriate the Auditors) as are under these Articles or under the Act entitled to receive such notices.
- B* A Member who is absent from the United Kingdom shall not be entitled to notice of any meeting.
- C* Any notice to be served upon any Councillor may be served either personally or by sending it through the post in a prepaid letter by first class post addressed to such Councillor at his address shown in the Register of Councillors or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.

- D* Any notice, if served by first class 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 as prepaid by first class letter post. In the case of electronic communication, proof that an electronic communication had been transmitted to the proper address shall be conclusive evidence that the notice was given at the expiration of 48 hours after the time it was transmitted.

13 THE SEAL

All deeds, instruments or other documents to which the seal shall be affixed shall be signed by a member of the National Council and countersigned by a second member of the National Council or by the National Secretary, or by such other officer as the National Council by resolution may from time to time appoint. The signature of a member of the National Council shall be sufficient authority to the National Secretary or other officer duly authorized to countersign and seal such deed.

14 ACCOUNTS

- A* All Regional Councils, Groups and such other Bodies as the National Council may from time to time determine shall keep proper books of account in such form and manner as shall be prescribed from time to time by the National Council so that these can be incorporated into the accounts of Subud Britain.
- B* The National Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.
- C* The Accounting records shall be kept at the Office or, subject to Section 12 (6) and (7) of the Companies Act 1976 at such other place or places as the National Council shall think fit, and shall be open to the inspection of all Councillors.
- D* At the General Session the National Council shall lay before the Councillors a proper income and expenditure account for the period since the last preceding account (or in the case of the first account, since the incorporation of Subud Britain) made up to a date not more than ten months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the National Council and Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are herein directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

15 AUDIT

- A* Once at least in every year the accounts of Subud Britain shall be examined and a true and fair view of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- B* Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976, the members of the National Council being treated as the directors mentioned in those sections.

16 DISSOLUTION

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

THE REGULATIONS OF SUBUD BRITAIN

Containing the regulations governing the detailed organisation of Subud Britain.

As determined by Congress in conformity with the principles and objects set out in the Memorandum and Articles of Association of Subud Britain. (Art.1 & 4)

(Adopted by Special Resolution passed on 6th September 1981.)

Amended at an Extraordinary General Meetings held 15th May 1982 and February 1983, and at Annual General Meetings held 4th September 1983, 26th August 1984, 5th September 1993, 26th August 1996, 27th August 2001, 17th August 2003, 25th August 2013 and 25th August 2019.

1 MEMBERS

A Rules for Admission to Membership: (Art. 6 A (i))

- (i) Those who can be accepted into Membership are men and women who have reached the age of seventeen;*
- (ii) There will be no discrimination according to nationality or religion;*
- (iii) Each Member shall be affiliated to the Group of his choice.*

B Manner of keeping the Roll of Members:

In accordance with the provisions of Article 6 A (ii) the Members shall be enrolled in the following manner:

- (i) an up-to-date "Roll of Members of Subud Britain" shall be kept by the National Secretary at the Office. This Roll shall contain the following particulars regarding each Member:*
 - (a) his full name and current address;*
 - (b) the date of his admission to Membership of Subud Britain;*
 - (c) (if applicable) the date of his ceasing to be a Member of Subud Britain;*
 - (d) such other particulars as the National Council shall from time to time require to be kept.*
- (ii) The secretary of the Group which a new Member first joins (whether upon coming from abroad or upon joining the World Subud Association) shall immediately upon his admission to the Group send to the National Secretary at the Office the particulars required to complete the enrolment.*
- (iii) The secretary of each Group shall inform the National Secretary at the Office of any changes in the particulars required to keep the "Roll of Members of Subud Britain" up to date.*

2 COUNCILLORS

A Councillors:

In accordance with the provisions of Article 6 B (i) the Councillors shall for the time being be:

- (i) the members of the National Council, who shall be called National Councillors, and any other officers of Subud Britain that the National Council determine shall be ex officio members of the National Council, and
- (ii) the Chairpersons of all Groups, who shall be called Regional Councillors.

B The Register of Councillors (Art.6 B (iii).)

- (i) Manner of maintaining the Register of Councillors: The National Secretary shall keep an up-to-date "Register of Councillors" comprising two sections;
- (ii) Section 1 shall give the details of the National Councillors,
- (iii) Section 2 shall give the details of the Regional Councillors.
- (iv) Each entry in the Register shall give the following particulars:
 - (a) the full name and current address of the Councillor;
 - (b) the Group to which he is affiliated;
 - (c) the Region to which that Group is affiliated;
 - (d) the date of his appointment as a Councillor;
 - (e) (when applicable) the date of his ceasing to hold office.

The Register of Councillors shall be maintained at the Office and shall be open to public inspection.

(v) Procedure for Registration:

- (a) Upon the appointment of a Group Chairperson or Regional Chairperson or the Chairperson of the National Council, the prospective Councillor shall notify the National Secretary at the Office in writing of the particulars required to complete his registration as set out in Reg.2 B (i) and of the fact that and of the date upon which his predecessor ceased to hold office;
- (b) The National Secretary shall deliver to the prospective Councillor the following declaration for signature:

I, ... (name) ..., a Member of Subud Britain of ... (name) ... Group in ... (name) ... Region of ... (address) ... duly consent to become a Regional/ National Councillor of Subud Britain. I agree to fulfil the duties and responsibilities of a Regional/ National Councillor as required by the Memorandum and Articles and Regulations of Subud Britain.
.../.../... (date) (signature)
- (c) On receipt of the signed declaration the National Secretary shall, subject to approval by a member of the National Council, enter in the Register of Councillors:
 - (i) the date on which the outgoing Councillor ceased to hold office, and
 - (ii) the particulars of the incoming Councillor.

3 CONGRESS

A Membership of Congress: (Art.7 A.)

- (i) Congress shall consist of
 - (a) Councillors as set out in Article 6 B (i) and Reg.2 A
 - (b) The National Helper Dewan as set out in Regulation 4D and Regional Helper Dewan as set out in Regulation 5 B (ii) (c) who shall not be entitled to vote. Other persons may be permitted to attend and Members shall be entitled to attend any General Session, Emergency Session or interim meeting of Congress as observers, in accordance with Article 8 A (vii), but shall not be entitled to vote or otherwise take part in making decisions.
- (ii) Proxies:
 - (a) If the Chairperson of a Regional Council is unable to attend any General Session, Emergency Session or interim meeting of Congress, then he shall select a Member to represent the Region at the relevant meeting of Congress. In such circumstances the following Form of Proxy or such other form as may be prescribed from time to time by the National Council shall be used:

Subud Britain

I,(name)....., Chairperson of the(name).... Regional Council, hereby appoint(name).... of who is a Member of the Region as my proxy to act for me and on my behalf at the meeting of Subud Britain to be held on(date) and at any adjournment thereof.

.....(date)(signed)

Regional Chairperson

- (b) If the Chairperson of a Group is unable to attend any General Session Emergency Session or interim meeting of Congress, then the Members of that Group shall meet to select from among themselves a Member to represent them at the relevant meeting of Congress. In such circumstances the following Form of Proxy or such other form as may be prescribed from time to time by the National Council shall be used:

Subud Britain

I,(name)....., Chairperson of the(name).... Subud Group, hereby appoint(name).... of who is a Member of the Group as my proxy to act for me and on my behalf at the meeting of Subud Britain to be held on(date) and at any adjournment thereof.

.....(date)(signed)

Group Chairperson

- (c) In all cases the properly completed Forms of Proxy must be received by the National Secretary or his deputy before a proxy may act.

B Proceedings of Congress:

In addition to the provisions of Article 8 C (ii) the following shall apply:

- (i) Twenty-one clear days' notice shall be given of any meeting of Congress as prescribed in Article 12 A. Such notice shall itemise the business to be considered as set out in Article 8 A (vi) and 8 B (iii) in an agenda prepared by the National Council as part of the procedure for convening the meeting. (Art.12)
- (ii) If National Council or any Regional Council wishes to propose any addition to, amendment of or deletion from the Memorandum and Articles of Association or the Regulations for consideration by Congress or any matter pursuant to policy guidelines for the ensuing National Council notice of the proposed change or policy guideline shall be given in writing to the National Secretary. No such proposal shall be accepted for inclusion in the Congress agenda that is received less than 75 clear days before any meeting of Congress.
- (iii) Other business in addition to that itemised in the agenda (excepting the addition to, amendment of or deletion from the Memorandum or Articles of Association or the Regulations) may only be transacted at any meeting of Congress
- (a) if it is in the opinion of Congress of great importance and urgency and all Councillors are present or represented at the meeting and agree to the matters being dealt with, or
- (b) if it is a motion for debate or discussion not giving rise to a decision binding on Subud Britain.

C Emergency Sessions of Congress:

The following provisions shall apply in accordance with Articles 6 A (iv) and 6 B (v):

- (i) If between two General Sessions of Congress Members wish to cause the convening of an Emergency Session of Congress the following procedure shall be adopted:
- Members shall send a request in writing to the National Secretary at the Office in the following form:

Emergency Session of the Congress of Subud Britain

We the undersigned Members of Subud Britain wish to cause the convening of an Emergency Session of Congress in order to discuss the following:

(Here shall follow the precise nature of the intended business)

.....(signed)*
Members of Subud Britain

**The signatures shall comprise at least one tenth of the enrolled Members of Subud Britain, and the full name, address, Group and Region of each signature shall be stated.*

On receipt of this signed request the National Secretary shall notify the Members of the National Council and shall give the requisite twenty-one days' notice of an Emergency Session of Congress within sixty days. In this case only the signature of one member of the National Council shall be deemed sufficient for the convening of the Emergency Session.

- (ii) If between two General Sessions of Congress Councillors wish to call an Emergency Session of Congress, then the following procedure shall be adopted:

Councillors shall send a request in writing to the National Secretary at the Office in the following form:

Emergency Session of the Congress of Subud Britain

We the undersigned Councillors wish to call for an Emergency Session of Congress in order to discuss the following:

(Here shall follow the precise nature of the intended business)

.....(signed)*
Councillors of Subud Britain

** In this case the signatures shall comprise at least one tenth of the Councillors.*

On receipt of this signed request the National Secretary shall give the requisite twenty-one days' notice of an Emergency Session of Congress within sixty days.

4 NATIONAL COUNCIL

- A Quorum:**
The minimum number of members which the National Council may lawfully operate shall be three except for the purposes provided for in Article 9 C (ii).
- B International Representation:**
Subud Britain shall be represented at international level (for example at the Congress of the World Subud Association and its Zonal meetings) by the National Chairperson, an International Committee Councillor to be appointed by National Council and by one man and one woman Kejiwaan Councillor to be chosen by the National Helpers
- C Bank and Deposit Accounts:**
The National Council shall operate in the name of Subud Britain such bank and other deposit accounts as shall be required. The signatories for such accounts shall be any two of at least three signatories authorised so to act by the Chairperson of the National Council or his Deputy.
- D The National Helpers, one man and one woman helper from each Region who shall not be entitled to vote, shall also attend meetings of National Council.**

5 REGIONS

A Requirements for Establishment of a Region (Arts.9 A & 10 A.)

- (i) Upon deciding to establish a new Region the National Council shall appoint a Regional Convenor who shall normally be the Chairperson of the National Council;
- (ii) The Regional Convenor shall call a meeting of the Members of all Groups comprising the new Region within 60 days of his appointment and chair this meeting.

The business of this meeting shall be to appoint the Regional Chairperson following guidance received in the latihan. (Article 7 B (ii).)

B Provisions regulating a Region:

- (i) The Regions of Subud Britain shall be as defined in Schedule A annexed hereto subject to the provisions of Article 9 A (viii).
- (ii) Each Region shall have a Regional Council which shall consist of:
 - (a) The Regional Chairperson, who shall ex officio be a member of the National Council;
 - (b) The Chairperson of all Groups in the Region, who shall ex officio be Regional Councillors. (Article 7 C and 9 A (ix).)
 - (a) The Regional Helper Dewan made up of one man helper and one woman helper from each Group, wherever possible, who shall not be entitled to vote.
 - (b) The two National Helpers, one man and one woman, for the region, who shall not be entitled to vote
- (iii) A region shall have a Regional Committee set up from among the members in the region to carry out such functions as it may be authorised to do by the Regional Council.

The Regional Committee shall consist of:

- (a) a Chairperson, who shall be the Regional Chairperson;
 - (b) a Secretary, who shall be appointed by the Regional Chairperson;
 - (c) a treasurer, who shall be appointed by the Regional Chairperson;
 - (d) such other Members (if any) as the Regional Chairperson shall consider necessary.
- (iv) The Regional Chairperson shall convene an Annual General Meeting of the Region prior to each General Session of Congress.
 - (v) The following business shall be transacted at the Annual General Meeting of the Region:
 - (a) The appointment of the regional Chairperson, following guidance received in the latihan, normally for a two-year period;
 - (b) The consideration and approval of the income and expenditure account and balance sheet for the preceding year;
 - (c) The reports of the Regional Committee;
 - (d) Any other business the general nature of which has been specified in the notice convening the meeting.
 - (vi) The incoming Regional Chairperson shall notify the National Secretary of the particulars required under Reg.2B (ii).
 - (vii) Any other General Meeting of a Region shall be convened by the Secretary of the Regional Committee upon the request of the Regional Chairperson or at least three members of the Regional Council.
 - (viii) If the Chairmanship of the region falls vacant between Annual General Meetings the vacancy will be filled by the Regional Council. Any Member so appointed to be Regional Chairman shall serve his term of office until the next following Annual General Meeting.
 - (ix) The Regional Council shall ensure that proper books of account are kept in

accordance with Articles 10 E and 14 A and shall forward particulars of all such accounts to the National Treasurer in such form and manner and at such times as the National Council may from time to time determine.

- (x) The Regional Committee shall operate in the name of Subud Britain such bank and other deposit accounts as shall be required. The signatories of such accounts shall be any two of at least three officers of the Regional Committee authorised so to act by the Regional Council.
- (xi) The Regional Council shall act in the management of the affairs of the Region in respect of such matters and in such manner as the National Council shall from time to time determine (Article 10 C).
- (xii) If the Chairperson of a Regional Council is unable to attend any Regional Council meeting, then the members of the Regional Council who are present shall choose one of their number to chair that meeting.

C Dissolution of a Region

In the event of the dissolution of a Region the National Council shall arrange for the transfer of the remaining assets and liabilities of the Region to the National Council.

6 GROUPS

A Requirements for Constitution of a Group: (Article 7 D and 9 A (x).)

- (i) Members shall constitute a Group when the Group is accepted for registration by the National Council.
- (ii) An up to date "Register of Groups" shall be maintained at the Office and shall contain the following information for each Group:
 - (a) Name of Group,
 - (b) Location of Premises,
 - (c) Region,
 - (d) Date of Registration,
 - (e) Current Group Chairperson,
 - (f) Date of Dissolution (where relevant).
- (iii) Application for registration of a Group shall be made in writing to the appropriate Regional Council, and signed by the Members proposing to form the Group.
- (iv) The Regional Council shall consider the application at its first meeting following receipt of the application. If the application is agreed in principle, then the Regional Council shall appoint a Group Convenor, who shall normally be the Regional Chairperson.
- (v) The Group Convenor shall call a meeting of those Members proposing to form the Group within 60 days of his appointment, and shall chair this meeting. The business of this meeting shall be as follows:
 - (a) The Group Convenor shall request that a written undertaking be signed by the Members proposing to form the Group to abide by the Memorandum and Articles of Association of Subud Britain and in particular, the following points:
 - (i) that the Group is able to provide premises to enable regular meetings to be held for the latihan kejiwaan;
 - (ii) that the Group will commit itself financially to send a Councillor to each Annual Session, Emergency Session or interim meeting of Congress, and to each meeting of the relevant Regional Council;
 - (iii) that the Group will keep proper books of account and forward particulars thereof to the National Council as prescribed by Article 14 A and in the Regulations;
 - (iv) that the Group will maintain an accurate record of all meetings of the Group committee of the Annual General Meeting, and of any other meeting of the Group;
 - (v) that there are Members prepared to form a committee as prescribed in Regulation 6 C (i);
 - (vi) that the Group will hold an annual general meeting as prescribed in Regulation 6 C (ii) and (iii).

- (b) On being satisfied with the undertaking, the Group Convenor shall proceed to the provisional appointment of a Group Chairperson following guidance received in the latihan.
 - (vi) Following the meeting the Group Convenor shall send the signed undertaking to the National Council Chairperson at the Office. National Council shall be asked to approve the registration of the Group at its next meeting.
 - (vii) On approval by National Council the particulars of the Group shall be entered in the "Register of Groups" and the National Secretary shall issue a Certificate of Registration to the Group.
 - (viii) The Group Chairperson shall then apply for registration as a Councillor under the procedure laid down in Regulation 2 B (ii).
- B** Dissolution of a Group: (Article 9 A (x).)
- (i) A Group shall be removed from the Register of Groups only:
 - (a) at the request of the Members of the Group in General meeting, or
 - (b) if the National Council is satisfied that the Group has no longer been able to fulfil the requirements prescribed in the Articles and the Regulations for a period to be agreed by the directors/trustees after the offer of consultation with the Group. Group Chairs will continue to act as Councillors during this period.
 - (ii) When the National Council has authorised the removal of a Group from the Register of Groups, the National Council shall:
 - (a) arrange for the transfer of the remaining assets and liabilities of the Group to the relevant Regional Council, and
 - (b) take steps to obtain the return of the Certificate of Registration.
- C** Provisions regulating a Group:
- (i) A Group shall have a committee which shall consist of:
 - (a) the Chairperson, who shall ex officio be a Councillor and a member of the appropriate Regional Council (Article 6 B (i) and Reg.2 A (ii);
 - (b) a Secretary, who shall be appointed by the Chairperson;
 - (c) a Treasurer, who shall be appointed by the Chairperson; the committee may also include such other Members as the Chairperson shall consider necessary.
 - (ii) The Group Chairperson shall convene an annual general meeting of the Group prior to each Regional annual general meeting.
 - (iii) The following business shall be transacted at the annual general meeting of a Group:
 - (a) the appointment of a Chairperson;
 - (b) the consideration and approval of the income and expenditure account and balance sheet for the preceding year;
 - (c) the reports of the Group committee;
 - (d) any other business, the general nature of which has been specified in the notice convening the meeting.
 - (iv) The incoming Group Chairperson shall notify the National Secretary of the particulars required under Reg.2 B (iii).
 - (v) Any other general meeting of a Group shall be convened by the Group Secretary upon the request of the Chairperson, or at least five members of the Group.
 - (vi) If the Chairmanship of the Group falls vacant between annual general meetings the Group shall hold a general meeting for the purpose of filling the vacancy.
 - (vii) The Group Helpers shall also attend meetings of the Group.
 - (ix) The Group committee shall ensure that proper books of account are kept in accordance with Articles 10 E and 14 and shall forward particulars to the Regional treasurer or the National treasurer in such form and manner and at such times as the National Council may from time to time determine.

- (ix) The Group committee shall operate in the name of Subud Britain such bank and other deposit accounts as shall be required. The signatories of such accounts shall be any two of at least three signatories authorised so to act by the Group Chairperson.
- (x) The Group committee shall act in the management of the affairs of the Group in respect of such matters and in such manner as the National Council may from time to time determine. (Article 10 C.)

The Group committee shall be responsible for initiating practical assistance to members in the realisation of their talents.

D Sub-groups

Subud members who meet regularly for latihan but do not satisfy the conditions required to constitute a Group shall be called a Sub-group. Sub-groups should be linked to a group.

Subud Britain

Appendix 2

The clauses of the Memorandum of Association as attached are treated as provisions of the Articles of Association of Subud Britain in accordance with section 28 of the Companies Act 2006.

MEMORANDUM OF ASSOCIATION OF SUBUD BRITAIN

*(Adopted by Special Resolution passed on 6th September 1981) (Amended by Special Resolution
passed on 27th August 2004)*

REGISTRATION AS A CHARITY IN SCOTLAND

Pursuant to the establishment of the Office of the Scottish Regulator (OSCR) for the governance of charities registered in Scotland, it is requisite that the Memorandum & Articles of Subud Britain conform to the requirements thereof. Accordingly, nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

- 1 The name of the Company (hereinafter called "the Association") is "SUBUD BRITAIN"
- 2 The Registered Office of the Association will be situate in England.
- 3 The objects for which the Association is established are: -
 - A
 - (i) The advancement of religion by the promotion and advancement of the aim and principles of the worship of God known as Susila Budhi Dharma as expressed in the Declaration set out in Clause 2 of the Articles of Association.
 - (ii) The relief of Poverty.
 - (iii) The advancement of education.
 - (iv) Other charitable purposes for the benefit of the community in general.
 - B As ancillary to the foregoing objects, which are hereby declared to be the principal objects of the Association, and for the purpose only of furthering such objects, and in so far only as such things may be done by a corporation formed for charitable purposes only, to do all or any of the following things, namely:
 - (i) to take over the whole or any part of the real and personal property belonging to and to undertake all or any of the liabilities of (a) the unincorporated charity known as "Subud United Kingdom" (charity registration number 254581) and (b) any of the Centres, groups or branches belonging to or associated with Subud United Kingdom.
 - (ii) to further moral and religious education.
 - (iii) to acquire and otherwise provide hostels, schools, children's homes, educational establishments, hospitals, nursing homes, and convalescent homes.
 - (iv) to establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist in the work of any associations and institutions and other bodies, incorporated or not incorporated, whose objects include religious objects or are otherwise similar to the objects of the Association or concerned in the investigation and promotion of human welfare. Provided that any such establishment, promotion or co-operation or other form of interest or activity undertaken under this object shall be confined to bodies incorporated or unincorporated for charitable purposes only.

- (v) to further the objects of the Association set forth in Object 3 above but not further or otherwise to prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings and to establish, form and maintain museums, collections, libraries and other collections of literature, statistics, scientific data and other information and to translate, compile, collect, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, and publication, by Parliament, Government Departments and other bodies and persons, of any such literature, statistics and information, and to disseminate the same by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.
- (vi) to retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Association and to pay therefore such fees of remuneration as may be thought expedient.
- (vii) to acquire all or any part of the property, assets and liabilities of any company or unincorporated association possessed of property suitable for the purposes of the Association.
- (viii) to undertake and execute any charitable trusts which may be conducive to any of the objects of the Association.
- (ix) to raise funds and to invite and receive subscriptions and contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Association shall not undertake any permanent trading activities in raising funds for its primary purposes.
- (x) to establish and support any charitable institutions furthering the purposes of the Association.
- (xi) to apply to the government, public bodies, Urban, Municipal, County and other bodies, corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Association, and to discuss and negotiate with Government Departments, public and other bodies, corporations, companies or persons, schemes of research and other work and matters within the objects of the Association and to conform to any proper conditions upon which such grants and other payments may be made.
- (xii) to borrow or raise any money that may be required by the Association upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.
- (xiii) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (xiv) to invest the moneys of the Association not immediately required in any investments as the National Council shall deem fit and in such manner as may from time to time be determined.
- (xv) to use the funds of the Association in the employment of persons and in the provision and use of offices, buildings, materials and equipment of all kinds for any purpose and in any manner which are conducive to the furtherance of the objects of the Association.
- (xvi) to establish and support or aid in the establishment and support of charitable associations, charitable institutions, charitable funds, charitable trust and charitable conveniences calculated to benefit employees or ex-employees of the Association or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (xvii) to do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.
- (xviii) to pay all expenses, preliminary or incidental to the formation of the Association and its registration.
- (xix) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, stationery or mobile plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, erect, alter, improve and maintain any buildings

which may be from time to time required for the purposes of the Association and to manage, develop, sell demise, let mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Association.

(xx) To procure the Association to be registered or recognised in any part of the world.

(xxi) To provide indemnity insurance to cover the liability of the trustees

(i) 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 company; or

(ii) to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986

provided that any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed in reckless disregard of 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 trustees in their capacity as directors of the company; and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of the company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

Provided always that nothing herein contained shall empower the Association to carry on the business of life assurance, accident assurance, fire insurance, employers liability insurance, industrial assurance, motor assurance, or any business of insurance or re-insurance within the meaning of the Insurance Companies Act 1974, or any Act amending, extending or re-enacting the same.

The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

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 any authority exercising corresponding jurisdiction outside England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and regards any such property the National Council 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 the property in the same manner and to the same extent as they would as such National Council 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 any such other authority as aforesaid, over such National Council, 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 allowed by law, having regard to such trusts.

- 4 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Councillors of the Association and no member of the National Council or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- A of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its National Council or Governing Body for any services rendered to

the Association;

- B* of interest on money lent by any Councillor of the Association or member of its National Council or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;
 - C* of reasonable and proper rent for premises demised or let by any Councillor of the Association or member of its National Council or Governing Body;
 - D* of fees, remuneration or other benefit in money or money's worth to a company of which a member of the National Council or Governing Body may be a member holding not more than 1/100th part of the capital of that company;
 - E* to any member of its National Council or Governing Body of out-of-pocket expenses;
 - F* reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 3B(xxi) of this Memorandum.
- 5 The liability of the Councillors is limited.
- 6 Every Councillor of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Councillor, or within one year after he ceases to be Councillor, for payment of the debts and liabilities of the Association contracted before he ceases to be a Councillor, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.
- 7 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable 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 on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association 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 Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association 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, such accounts shall be open to the inspection of the Councillors. Once at least in every year the accounts of the Association shall be examined and the true and fair view of the income and expenditure account and the balance sheet ascertained by one or more properly qualified Auditor or Auditors.