

The Companies Acts 1948 to 1980

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF SUBUD BRITAIN

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

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) to promote and advance religion and in particular but without prejudice to the generality of the foregoing to promote and advance 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.
- (A) 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, childrens homes, educational establishments, hospitals, nursing homes, and convalescent homes.
 - (iv) to establish, promote, co-operate with, become

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51

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(A) 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 therefor 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.

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.

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

2. 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 it and so far as effect cannot be given to such provision, then to some charitable object.
3. 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.

-1-

The Companies Acts 1948 to 1980

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION OF SUBUD BRITAIN

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

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 Statutes

The Above named Subud Britain.
The Companies Acts 1948 to 1980
and every other Act for the
time being in force concerning
companies and affecting Subud
Britain.

The Act
These Articles
The Regulations

The Companies Act 1948
These Articles of Association.
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 spiritual exercise which
forms the basis of Subud as
expressed in Clause 2 of these
Articles.

The Latihan Kejiwaan

Those persons in all parts of
the world who meet together to
take part in the worship of
Almighty God through the
Latihan Kejiwaan.

The Spiritual Brotherhood
of Subud

Member	A person who is enrolled as a Member in accordance with Article 6. (A) (ii)
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 under 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. The Registered Office of Subud Britain

The Office

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.

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 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 Spiritual Brotherhood of Subud 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 time 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.

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 Spiritual Brotherhood of Subud
- (C) express the responsibility of each Member for the affairs of the spiritual Brotherhood of Subud 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 Spiritual Brotherhood of Subud 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 Spiritual Brotherhood of Subud.
- (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, and
 - (b) the Chairmen 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.

- (iii) The number of Councillors with which Subud Britain proposes to be registered is 635 but Congress may from time to time authorise the registration of an increase of Councillors.
- (iii) 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.
- (iv) A Member shall cease forthwith to be a Councillor:
 - (a) upon his death, or
 - (b) upon a receiving order being made against him, or
 - (c) upon his making an arrangement or composition with his creditors, or
 - (d) upon his ceasing to be a Member, or
 - (e) upon his resignation from office, by notice in writing to the National Secretary at the Office, or
 - (f) upon his removal from office by Congress, or
 - (g) (in the case of a Councillor ex officio) upon his ceasing to hold the office by virtue of which he is a Councillor, or
 - (h) upon his being declared to be of unsound mind.
- (v) Councillors shall have the power to convene an Emergency Session of Congress as set out in the Regulations.
- (vi) The Rights of a Councillor shall be personal and shall not be transferable except that
 - (a) a Regional Chairman 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 Chairman 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 Chairman, who shall be chairman of Congress
- (ii) All Regional Chairmen who shall be appointed as prescribed in the Regulations.
- (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. (A) (ix).

Each Regional Council shall consist of

- (i) A Regional Chairman, and
- (ii) the chairmen 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 chairman appointed in the manner set out in the Regulations.

B.

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 Spiritual Brotherhood of Subud;

(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) confirm or appoint from among the Members a Chairman of the National Council for the ensuing year, 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 Chairman of the National Council, and
- (b) the confirmation or appointment of the Chairmen 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 Chairman of the National Council shall preside as Chairman at the General Session or the Emergency Session or any interim meeting but,
 - (a) if there be no such Chairman, 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 Chairman 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.

208

NATIONAL COUNCIL

(H) 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 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;
- (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 Chairman, and
 - (b) the National Secretary, and
 - (c) the National Treasurer, and
 - (d) such other Members (if any) as the Chairman 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.
- (B) Meetings:
- (i) The National Council shall 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 subject to Article 11. (C).
 - (ii) 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.

MEETINGS OF THE NATIONAL COUNCIL SHALL BE CONVENED UPON THE SEVERAL MEMBERS OF THE NATIONAL COUNCIL AS PRESCRIBED IN ARTICLE 12. (C).

(C) Proceedings:

- (i) The Chairman 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 Chairman 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 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.

(D) Vacation of Office:

- (i) The office of a member of the National Council shall be vacated
 - (a) upon his death, or
 - (b) if a receiving order is made against him, or
 - (c) if he ceases to be a Member, or
 - (d) if he ceases to hold office by reason of any order made under the Companies Acts 1948 to 1976, or
 - (e) if any notice in writing to the National Secretary at the Office he resigns his office, or

- (f) (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
 - (g) if he is removed from office by a resolution duly passed pursuant to section 184 of the Act, or
 - (h) 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 (A) (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 make decisions and appointments by the general agreement of those present.
- (B) 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 Chairman 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)
- (C) 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.

- (10) 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.
- (11) 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:
 - (i) 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.

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.
- (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 post letter.

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.

- (8) 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.
- (9) The National Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.
- (10) 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.
- (11) 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.

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.
