

THE COMPANIES ACT 1948
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ENGLISH NATIONAL BALLET LIMITED

- *1. The name of the Company (hereinafter called "the Association") is ENGLISH NATIONAL BALLET LIMITED.
2. The registered office of the Association will be situate in England.
3. The object for which the Association is established (hereinafter called "the primary object") is:
 - (a) To promote and further education in and knowledge, understanding and appreciation of the arts of ballet, opera, mime, drama, music and singing and similar and ancillary arts (hereinafter called "the said arts").
 - (b) For the purpose only of attaining and in such manner and to such extent as shall further the attainment of the primary object of the Association as hereinbefore set out to exercise all or any of the following powers:
 - (i) to present, promote, organise, provide, manage, and conduct or assist in presenting, promoting, organising, providing, managing and conducting performances of ballet, opera, mime, drama, music and singing and also meetings, lectures, study circles, discussion groups and similar activities.
 - (ii) to provide financial and material assistance, encouragement and support for furthering education in and knowledge, understanding and appreciation of the said arts including the provision of scholarships or other emoluments for students of the said arts.
 - (iii) to enter into agreements with choreographers, composers, artists, designers, makers of scenery, costumiers, or other persons for acquiring the dramatic, musical, artistic or other rights of ballets, operas, dramas, musical compositions or other similar works and to grant licences or

* Name changed from LONDON FESTIVAL BALLET LIMITED to ENGLISH NATIONAL BALLET LIMITED by Special Resolution passed on 18 May 1989.



privileges in respect of such rights to persons, firms, companies or institutions for the performance or representation of such works.

- (iv) to establish, maintain, improve and advance a school or schools to teach the said arts.
- (v) to apply for, invite, collect and receive from private individuals, associations, corporations or authorities, donations, gifts, grants, legacies, bequests, devises, subscriptions, endowments and other assistance.
- (vi) to establish, maintain, control and manage branches of the Association in any part of the world and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit to dissolve the same, or modify such rights, privileges, obligations or duties.
- (vii) to establish, support or co-operate with any body, whether incorporated or unincorporated, association, institution, or trust and whose objects are calculated to further the primary object of the Association, and to contribute, whether by way of subscription, gift, loan, guarantee, or otherwise howsoever, to the funds of such body as aforesaid, association, institution or trust, but so that any benefits conferred on such body as aforesaid, association, institution or trust shall be used exclusively for furthering the primary object of the Association.
- (viii) to undertake and execute or to create any charitable trusts.
- (ix) to amalgamate with, become part of or co-operate with any charitable institution the objects of which are or include the primary object of the Association upon such terms as the Association may think fit.
- (x) to appoint any trustees or agents to hold, administer and manage on behalf of the Association all or any part of the property and assets of the Association on such terms as to remuneration or otherwise as may be thought fit.
- (xi) to indemnify any member of the Association, or any member of the Board of Governors of the Association in respect of any action taken or to be taken or liability incurred or to be incurred by him in any action which the Council may consider conducive to the interests of the Association.
- (xii) to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property, and any rights or privileges which may be necessary or convenient for the primary object of the Association, and to construct, erect, alter, improve and maintain any

buildings which may from time to time be deemed necessary or convenient for such purposes.

- (xiii) to sell, grant leases or tenancies of, mortgage, lend, dispose of, or in any way turn to account all or any of the property or assets of the Association as may be expedient for the promotion of its primary object and to do so for or without any consideration and subject to such terms and conditions as may be thought expedient.
- (xiv) to borrow, raise and secure the payment of money by mortgage or other instruments, charging all or any of the property and assets of the Association (present or future), and to issue any securities which the Association has power to issue by way of security or indemnity to any person whom the Association has agreed or is bound or willing to indemnify, or in satisfaction of, or as security for, any liability undertaken by it in furtherance of its primary object and generally upon such terms and conditions, and for such considerations as the Association may think conducive to its primary object.
- (xv) to lend, invest and deal with the moneys and funds of the Association not immediately required for its purposes in or upon such investments, securities or property (whether trustee securities or not) as may from time to time be determined by the Board of Governors.
- (xvi) to apply for and obtain any Charter, Act of Parliament or Provisional Order for any purpose which may be deemed expedient for the primary object of the Association, and to oppose any proceedings which may seem calculated directly or indirectly to prejudice the interest of the Association.
- (xvii) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the primary object of the Association and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (xviii) to procure the Association to be registered or recognised in any part of the British Commonwealth or in any foreign country or place.
- (xix) to pay out of the funds of the Association the expenses of or incidental to the formation and incorporation of the Association.
- (xx) to do all such other things as are incidental or conducive to the attainment of the primary object of the Association.

Provided that the Association shall not engage in any activity which is not a charitable activity consistent with its primary object and shall not support with its funds any object which is not a charitable object and any grant of money, loan or other gift made by the Association to any other body, association, institution or trust shall be made or given on the express condition that the same shall be applied solely for the following purposes or one of them, namely, the carrying on of education in and knowledge of and appreciation of the said arts and the provisions of scholarships and other emoluments for students as aforesaid. And provided further that the Association shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Board of Governors of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over the Board of Governors, but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any service rendered to the Association, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Board of Governors shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board of Governors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any company of

which a member of the Board of Governors may be a member in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories 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 primary object 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 provisions, then to some charitable object.

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

Names, Addresses and Descriptions of Subscribers

Witnesses to Signatures of
Subscribers

Helen D. Shaw
112 Lauriston Road
E9

Secretary

Jean M. Goulding
11 Hereford Road
W5

Secretary

D.R. Grant
11 Beechwood Close
Western Road
N2

Newspaper Editorial Staff

J. King
114 The Avenue
Highams Park
London E4

Secretary

L. Hymans
211 Keyes House
Dolphin Square
SW1

Secretary

F.G. Rayneau
9 Alderney Avenue
Osterley
Hounslow
Middlesex

Solicitors' Manager

S. Lewis)
3 Wentworth Road)
Golders Green)
London NW11)
Solicitors' Articled Clerk)
B.M. Goldsbury)
11 Harcourt Road)
Alexandra Park)
N22)
Secretary)

Dated the 5th day of September, 1962.

THE COMPANIES ACT, 1948
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
ENGLISH NATIONAL BALLET LIMITED*
No. 735040

PRELIMINARY

*Name changed by Special Resolution 18th May 1989

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

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act, 1948.
These presents	These Articles of Association as originally framed or as from time to time altered.
The Association	The above-named Company.
The Governors	The Board of Governors for the time being of the Association.
Governor	A member of the Board of Governors.
Office	The registered office of the Association.
Seal	The common seal of the Association.
In writing	Written or produced by any substitute for writing, or partly one and partly another.

Words importing the singular number shall include the plural number and vice-versa.

Words importing the masculine gender shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of the members with which the Association proposes to be registered is 100, but the Governors may from time to time register an increase of members.
3. Every person desirous of becoming a member of the Association shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

MEMBERS

4. The subscribers to the Memorandum of Association and such other persons as the Governors shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
5. Every application for membership shall be in writing signed by the applicant in such form as the Governors may from time to time determine.
6. Election to membership shall be made by the Governors who shall have full discretion to elect or refuse to elect an applicant to membership.
7. Notice of election shall be sent to every candidate elected at the address mentioned in his application for membership.
8. Membership of the Association shall be subject to such conditions and shall carry such rights or privileges as the Governors shall from time to time determine.
9. The rights of a member as such shall be personal and shall not be transferable and shall cease on death.
10. If the conduct of any member shall be such as in the opinion of the Governors renders him unfit to remain a member of the Association or causes his membership to be undesirable the Governors may, by a resolution passed at a meeting specially convened for the purpose at which such member shall have been given a proper opportunity of being heard, expel such member from the Association. Any member so expelled shall have the right to appeal from the decision of the Governors to the Association in General Meeting, provided that a requisition for the purpose signed by at least ten members shall be lodged at the Office not less than 28 days before the General Meeting next following the decision of the Governors: Provided further that if the first General Meeting to be held following the decision of the Governors shall be held within one calendar month of the Governors' notification to the member so expelled of his expulsion then the right to appeal hereinbefore provided for shall be to the next following General Meeting.
11. A member may by notice in writing resign his membership but shall be eligible for re-election.

- * (A) The Governors may from time to time admit any person who agrees to donate such annual sum to the Association as the Governors may from time to time prescribe a Friend and Student Friend respectively of the London Festival Ballet.
- (B) A Friend or a Student Friend of London Festival Ballet shall not as such become a member of the Association and shall not be entitled to Notices of Meetings of or to vote at General Meetings of the Association and shall only be entitled to such privileges and shall be subject to such conditions as the Governors may from time to time determine.

* As amended by Special Resolution dated 15th November 1962

GENERAL MEETINGS

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

NOTICE OF GENERAL MEETINGS

- 15. In the case of an Annual General Meeting or a meeting convened to pass a special resolution, twenty-one days' notice at least and in the case of any other general meeting fourteen days' notice at least (exclusive of the day on which the notice is served, or deemed to be served, and of the day of the meeting) specifying the place, the day, and the hour of the meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to the Auditors of the

Association and to such members as are under the provisions of these Articles entitled to receive notices from the Association: Provided that the accidental omission to give such notice to, or the non-receipt of such notice by, any person entitled to receive the same, shall not invalidate any resolution passed or proceeding had at any such meeting. With the consent of all the members entitled to attend and vote or of such proportion of them as is prescribed by the Act in the case of a meeting other than an Annual General Meeting, a meeting may be convened upon a shorter notice and in such manner as such members may approve.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet, the reports of the Governors and of the Auditors, and the appointment and the fixing of the remuneration of the Auditors.
17. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be five members present in person or by proxy.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present, not being less than two, shall be a quorum.
19. The Chairman, if any, of the Governors shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to preside, the members of the Board of Governors present shall elect one of their number to be Chairman of the meeting.
20. If at any meeting no Governor is willing to act as Chairman, or if no Governor is present within 15 minutes after the time appointed for holding the meeting, the members of the Association present shall choose one of their number to be Chairman of the meeting.
21. The Chairman may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment nor of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman, or
- (b) by at least 5 members having the right to vote at the meeting, or
- (c) by any member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

23. The demand for a poll may be withdrawn.

24. Except as provided in Article 25, a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

26. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

27. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Association for the time being entitled to vote at a general meeting of the Association shall be as effective for all purposes as a resolution passed at a general meeting of the Association duly convened, held and constituted.

VOTES OF MEMBERS

28. Subject as otherwise herein provided every member shall have one vote. Votes may be given either personally or by proxy. Only a member of the Association may be appointed a proxy.

29. If any member be a lunatic so found, an idiot, or of unsound mind, he may vote whether on a show of hands or on a poll by his committee, receiver, curator bonis or other legal curator, and any such committee, receiver, curator bonis or other legal curator may vote in person or by proxy.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, and shall be in any usual or common form or in any other form which the Governors shall approve. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for taking the poll, and in default thereof the instrument of proxy shall not be treated as valid.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed, provided no information in writing of the death, insanity, revocation or transfer shall have been received at the Office one hour at least before the time fixed for holding the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF GOVERNORS

- * 34. (a) Unless otherwise determined by the Company in General Meeting, the number of members of the Board of Governors shall be not less than three nor more than twenty.
- (b) Any individual may be appointed or elected a Governor unless at the time of his appointment he has attained the age of seventy and a Governor shall vacate his office at the conclusion of the Annual General Meeting next after he attains the age of seventy.
- * 35. The first members of the Board of Governors shall be appointed in writing by the Subscribers to the Memorandum of Association or a majority of them and thereafter the members of the Board of Governors shall be appointed by the Company in General Meeting provided always that their number shall be within the limits mentioned in Article 34(a) thereof.
- * 36. (a) An individual elected a Governor in accordance with Article 35 or otherwise shall be elected for such period not exceeding three years as shall be

determined at the time of his election and shall (subject to the provisions of Article 34) be eligible for re-election for a further period or periods each such period not to exceed three years. PROVIDED ALWAYS THAT with effect from the Annual General Meeting in 1991 no Governor may serve for a continuous period in excess of six years (time served prior to the Annual General Meeting in 1991 shall nevertheless be counted in calculating this limit).

- (b) No Governor retiring under the provisions of Article 37 or who has retired having just served six continuous years as Governor shall be eligible for re-election as a Governor at the meeting at which he retires or at any adjournment thereof, or at any time before the Annual General Meeting next to be held thereafter; nor shall he for a period of one year from the date of his retirement be eligible to fill a casual vacancy on the Board.

* 37. At the Annual General Meetings to be held in 1988, 1989 and 1990 two of the Governors for the time being shall retire from office. The Governors to retire at those meetings shall be those who have been longest in continuous office but as between persons who became Governors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot PROVIDED THAT this Article shall not apply to any Governor who has served for a period of less than six continuous years.

* 38. The Governors may from time to time and at any time and subject to the provisions of these Articles appoint any individual as a Governor to fill a casual vacancy but the individual so chosen shall be subject to a retirement at the same time as if he had become a Governor at the last Annual General Meeting prior to such appointment.

†* 39. "(a) The Board shall by secret ballot appoint one of its members to be Chairman of the Board of Governors for such period not exceeding three years as shall be determined at the time of the appointment and such individual (subject to the provisions of Article 34) shall be eligible for re-appointment (again by secret ballot) as Chairman for up to two further terms each of which shall not exceed three years. The Board shall by secret ballot appoint as Deputy Chairman one of up to two individuals (who shall be members of the Board) nominated by the Chairman for such period not exceeding three years as shall be determined at the time of his appointment and (subject to the provisions of Article 34) such individual shall be eligible (if nominated by the Chairman) for re-election (again by secret ballot) as Deputy Chairman for up to two further terms each of which shall not exceed three years.

(b) A Governor may serve as Deputy Chairman for a continuous period of nine years and as Chairman for a further continuous period of nine years or vice versa."

(c) The Chairman and Deputy Chairman shall not be bound during their respective periods of office as such by the provisions of Articles 36 or 37.

- * 40. The Board of Governors shall subject to the provisions of these Articles appoint as Governor(s) such person(s) as the primary London funding body for the time being shall from time to time nominate provided that the number of appointed Governors so nominated shall not at any time exceed three. Any appointment(s) made hereunder shall not be subject to the provisions of Articles 36 or 37

* As amended by Special Resolution dated 17th November 1988

† As amended by Special Resolution dated 25th January 1995

POWERS OF THE BOARD OF GOVERNORS

41. The affairs of the Association shall be managed by the Governors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Association as it thinks fit, and may exercise all such powers of the Association, and do on behalf of the Association, all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised and done by the Association, in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if such regulation had not been made.
42. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these presents) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.
44. The continuing members of the Board of Governors may act notwithstanding any vacancy in their body: Provided always that in case the members of the Board of Governors shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these presents, it shall be lawful for them to act as the Governors for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

45. The Governors shall be entitled to pay the proper travelling and other expenses incurred by any member of the Board of Governors in connection with the business and affairs of the Association.
46. Any Governor may become or continue to be a director, managing director, manager or other officer or member of any other company in which the Association may be interested, and no such Governor shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other company. The Governors may exercise the voting power conferred by the shares (if any) in any other company held or owned by the Association, or exercisable by it or by any of its members as a director or other officer of such or any other company, in such manner in all respects as it thinks fit (including the exercise thereof in favour of any resolutions appointing itself or any of its members, directors, managing directors, managers or other officers of such company, or voting or providing for the payment of remuneration to the directors, managing directors, managers or other officers of such company) but no Governor shall vote in favour of the exercise of such voting rights in manner aforesaid, if he may be or be about to be appointed a director, managing director, manager or other officer of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.
47. The Governors shall appoint a Secretary and may from time to time appoint a Treasurer of the Association.
48. Anything by the Act or by these presents required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary capable of acting, by or to any officer of the Association authorised generally or specially in that behalf by the Governors: Provided that any provision of the Act or of these presents requiring or authorising a thing to be done by or to one or more members of the Governors and the Secretary shall not be satisfied by it being done by or to the same person acting both as a Governor as, or in place of, the Secretary.
49. The remuneration of the Secretary and any deputy Secretary and of the clerks and other employees of the Association shall be fixed by the Governors.
50. Subject as herein provided, the office of a Governor shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) If he be found lunatic or become of unsound mind;
 - (c) If he be convicted on indictment of an offence (which conviction shall not be quashed on appeal) and a majority of the other members of the Board of Governors pass a resolution to the effect that he shall no longer be deemed to be a Governor;

- (d) If he absents himself from the meetings of the Governors during a continuous period of six months without special leave of absence from the Governors, and they pass a resolution that he has by reason of such absence vacated his office;
 - (e) If by notice in writing given to the Association he resigns his office.
51. A Governor who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Governors in accordance with Section 199 of the Act.
 52. The Association may from time to time in general meeting increase or reduce the number of members of the Board of Governors, and may make the appointments necessary for effecting any such increase.
 53. The Association may at any time by ordinary resolution remove any Governor and may by ordinary resolution appoint another qualified individual in his stead.

PROCEEDINGS OF THE BOARD OF GOVERNORS

- *54. The Governors may meet for the despatch of business; adjourn and otherwise regulate its meetings as they think fit, and determine the quorum necessary for the transaction of business PROVIDED THAT they shall so meet at least six times during each period between annual general meetings. Unless otherwise determined, two members of the Board of Governors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- * As amended by Special Resolution dated 14th September 1962 and as re-amended by Special Resolution dated 10th September 1980.
55. A Governor may, and on the request of a Governor the Secretary shall, at any time summon a meeting of the Governors by notice served upon the several members of the Board of Governors. It shall not be necessary to give notice of a meeting of the Governors to any Governor for the time being absent from the United Kingdom.
- †56. The Chairman shall preside at all meetings of the Governors, but if at any meeting the Chairman be not present within 15 minutes after the time appointed for holding the meeting the Deputy Chairman shall preside but if at any meeting the Deputy Chairman be not present within 15 minutes as aforesaid the members of the Board of Directors present shall choose one of their number to be Chairman of the meeting.
- † As amended by Special Resolution dated 10th September 1980
57. A meeting of the Governors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Governors generally.

58. The Governors may delegate any of their powers to committees consisting of such member or members of the Governors as they think fit and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Governors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Governors as aforesaid.
59. All acts bona fide done by any meeting of the Governors or of any committee of the Governors or by any individual acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or individual acting as aforesaid, or that he, they or any of them were disqualified, be as valid as if every such individual had been duly appointed and was qualified to be a Governor.
60. The Governors shall cause proper minutes to be made of all appointments of officers made by the Governors and of the proceedings of all meetings of the Association and of the Governors and of committees of the Governors and of all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence (save as otherwise herein provided) without further proof of the facts therein stated.
61. A resolution in writing signed by all the members for the time being of the Board of Governors or of any committee of the Governors entitled to receive notice of meetings of the Governors or of such committee be as valid and effectual as if it had been passed at a meeting of the Governors or of such committee duly convened and constituted.

THE SEAL

62. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Governors, and in the presence of at least one Governor and of the Secretary, and the Governor and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

63. The Governors shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

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

64. The books of account shall be kept at the Office, or (subject to Section 147(3) of the Act) at such other place or places as the Governors shall think fit, and shall always be open to the inspection of a Governor.
65. The Association in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.
66. Once at least in every year the Governors shall lay before the Association in general meeting an income and expenditure account for the period since the last preceding account made up to the date not more than nine months before such meeting, together with a balance sheet made up at the same date. Every such balance sheet shall be accompanied by a report of the Governors and a report of the Auditors, and a copy of such account, balance sheet and reports shall, not less than twenty-one clear days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

67. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
68. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, save that references in those Sections to directors shall be deemed to be references to the Governors.

NOTICES

69. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members of the Association.
70. Any member described in the Register of Member by an address not within the United Kingdom, who shall from time to time give to the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

71. Any notice required by the Act or by these presents to be given or served shall, if served by post, 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 duly posted.

WINDING UP

72. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these presents.

INDEMNITY

73. Subject to the provisions of the Act, every Governor or other officer, the Auditors, and the trustees (if any) for the time being acting in relation to any of the affairs of the Association, shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses and liabilities which he or they may sustain or incur in or about the execution of his or their office or otherwise in relation thereto.
- †74. "The Board of Governors shall have power to resolve pursuant to Clause 3.(b)(xii) of the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy".

- † As amended by Special Resolution dated 25th January 1995

Names, Addresses and Descriptions
Subscribers

Witnesses to Signatures
of Subscribers

Helen D. Shaw)
 112, Lauriston Road,)
 E.9)
)
 Secretary)
)
 Jean M. Goulding)
 11, Hereford Road)
 W5)
)
 Secretary)
)
 D.R. Grant)
 11, Beechwood Close,)
 Western Road)
 N2)
)
 Newspaper Editorial Staff,)
)
)
 J. King)
 114, The Avenue)
 Highams Park)
 London E4)
)
 Secretary)
)
 L. Hyams)
 211, Keyes House)
 Dolphin Square)
 SW1)
)
 Secretary)
)
 S. Lewis)
 3, Wentworth Road)
 Golders Green)
 London NW11)
)
 Solicitors' Articled Clerk)
)

F.G. Rayneau
 9 Alderney Avenue
 Osterley,
 Hounslow,
 Middlesex

 Solicitors' Manager

B.M. Goldsbury)
11, Harcourt Road)
Alexandra Park, N22)
Secretary)

DATED the 5th day of September, 1962.