

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND

NOT

HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution passed
on 6th August 1974 and amended by Special
Resolutions passed on 14th May 1985)

and

NEW

ARTICLES OF ASSOCIATION

(As Adopted by Special Resolutions passed
on 6th August 1974 and amended by Special
Resolutions passed on 27th May 1982,
14th May 1985 and 9th February 1989)

of

BRITISH PROPERTY FEDERATION

Incorporated the 23rd day of October 1963

FRANKS CHARLESLY & CO

Hulton House
161/166 Fleet Street
London
EC4A 2DY



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT

HAVING A SHARE CAPITAL

M E M O R A N D U M O F A S S O C I A T I O N

(As amended by Special Resolution passed
on 6th August 1974 and amended by Special
Resolutions passed on 14th May 1985)

of

BRITISH PROPERTY FEDERATION

1. The name of the Company (hereinafter called "the Federation") is "British Property Federation").
2. The registered office of the Federation will be situate in England.
3. The objects for which the Federation is established are:-
 - (a) to protect and further the interests of all interested persons and to assist such interested persons to present their views, opinions and ideas in all matters directly or indirectly relating to property with a view (inter alia) -
 - (i) to securing unity of action amongst such interested persons in such matters as aforesaid;
 - (ii) to promoting goodwill and understanding between such interested persons and the public and governmental and local authorities involved in such matters as aforesaid; and
 - (iii) to safe-guarding and ensuring so far as is possible that due consideration is given to the views, opinions and ideas of such interested persons in the drafting, administration, enforcement and interpretation of governmental and local legislation relating to such matters as aforesaid.

For the purposes of this Memorandum and if not inconsistent with the subject or context -

"interested persons" shall mean any person, firm, company or association or any combination or association thereof directly or indirectly interested in property being either Members of the Federation or such as would qualify for membership of the Federation under the regulations contained in the Articles of Association of the Federation for the time being and shall include a single number;

"property" shall mean real and leasehold property, land, with or without buildings, and any interests therein, and any interest in land held upon trust for sale.

- (b) To advise and assist interested persons in all matters affecting property and to give legal, technical, financial, taxation, planning, building, valuation and other advice and information in such matters with or without any payment; to collect and collate information and statistics upon any such matters as aforesaid; to give guidance on the requirements of local and public authorities, Government departments and local government authorities concerning the said matters or cognate matters; to compose, edit, print, publish, sell and distribute newspapers, periodicals, magazines, bulletins, pamphlets, leaflets, circulars, forms and books upon property matters; to prosecute or defend or assist in prosecuting or defending, on behalf of interested persons, any legal proceedings relating to property and at the discretion of the General Council of the Federation to pay or contribute towards the cost thereof; to promote or to oppose or to join with others in promoting or opposing Parliamentary Bills or special or local legislative action affecting property and to consider and to make representations upon any such Bills or action or upon Statutory Instruments, Regulations or Bye-Laws, whether made or proposed to be made, as seem likely to affect property and to take any necessary or expedient actions by way of Petitions to Parliament and all Parliamentary procedure arising therefrom, Petitions to local authorities and chartered bodies, deputations to Ministers, Ministries or Members of Parliament; to represent the interests of interested persons in relation to property before Royal Commissioners, Parliamentary Committees, Departmental Inspectors, Arbitrators,

Tribunals and similar persons or bodies and at any investigations, meetings or inquiries dealing with matters relating to property; to organise or assist in organising conferences, exhibitions and other meetings with regard to all matters relating to property and to promote, hold, support and regulate the same, whether political or not; and to collect subscriptions, contributions, entrance fees, donations and special levies and to establish and maintain funds thereby for the purposes of the Federation.

- (c) To enter into any arrangement with any government or other authorities and to obtain therefrom such rights, concessions and privileges as may be conducive to the attainment of other objects of the Federation; to promote any company or companies, association or associations for the purpose of its or their acquiring all or any of the rights and liabilities of the Federation or for any other purpose which may seem directly or indirectly calculated to benefit the Federation; to amalgamate or become affiliated with or to assist or enter into any arrangement to work in conjunction with any company or companies, association or associations having objects in whole or in part similar to the objects of the Federation; to seek to obtain any legislative action which may enable the Federation to carry any of its objects into effect or for effecting any modification of its constitution; to oppose any proceedings or action which may seem calculated directly or indirectly to prejudice the Federation; and to subscribe or lend money for any object connected with the protection, defence or improvement of property or for charitable or benevolent objects, and to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property or assets (both present and future) or by both such methods the performance of any contract or obligation of any person, firm, company or association whose objects are connected with the protection, defence or improvement of property or for charitable or benevolent objects.
- (d) To grant pensions, retirement benefits and similar benefits, and to make payments towards insurance therefor to or for employees and past-employees of the Federation and their dependents.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter,

remove or replace any buildings or erections necessary or convenient for the work of the Federation and to manage and control the same or to join with others in so doing.

- (f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought expedient with a view to the promotion of its objects.
- (g) To undertake and execute any trusts which may lawfully be undertaken by the Federation and may be conducive to its objects.
- (h) To borrow or raise money for the purposes of the Federation on such terms and on such security as may be thought fit and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Federation's property or assets (whether present or future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Federation of any obligation or liability it may undertake.
- (i) To invest the moneys of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (k) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Federation or calculated to further its objects.
- (l) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that

- (i) In case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Federation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulations, restriction or condition which if an object of the Federation would make it a Trade Union.

(iii) In case the Federation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or any other authority established by Act of Parliament, the Federation 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 members of the General Council for the time being of the Federation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipt, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the Federation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or any Government Department over the General Council for the time being of the Federation, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Federation were not incorporated.

4. The income and property of the Federation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation 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.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Federation, or to any Member in return for any services actually rendered to the Federation, nor prevent the payment of interest at a rate not exceeding 2 per cent, per annum over the Bank Rate on money lent or reasonable and proper rent for premises demised or let by any Member but so that no Member of the General Council shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and that no

remuneration or other benefit in money or money's worth shall be given by the Federation to any member of the General Council, 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 Federation; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the General Council may be a member, and 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. (deleted)

6. (deleted)

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Federation, in the event of the same 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 Federation 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 one pound (£1).

9. If upon the winding up or dissolution of the Federation 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, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, 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 Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members 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.

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

<u>Names, addresses and Descriptions of subscribers</u>	<u>Signatures witnessed by</u>
OSWALD ALEC JAMES LING 51 Wardwick, Derby Chartered Accountant	B H TAYLOR 39 Mostyn Road, SW19 Secretary
ROY WILLIAM KING Cross Keys House Sevenoaks, Kent Company Director	B H TAYLOR 39 Mostyn Road, SW19 Secretary
BERNARD FAULDING 11 Taylor's Avenue Cleethorpes, Lincs, Company Director	B H TAYLOR 39 Mostyn Road, SW19 Secretary
ERIC JOSEPH WILSON 41 Tenifle Row Birmingham 2, Estate Agent	B H TAYLOR 39 Mostyn Road, SW19 Secretary
RICHARD WILLIAM SHELTON 3 Castle Grove Nottingham Chartered Surveyor	B H TAYLOR 39 Mostyn Road, SW19 Secretary
HARRY WILLIAM JONES 23 Colmore Road Birmingham 3 Chartered Auctioneer and Estate Agent	PATRICIA N GREEVES 20 High Street Henley-in-Arden Warwickshire Secretary
WILFRED TREVOR LEIGH BECKER, 70 Eccleston Square London, SW1 Company Director	B H TAYLOR 39 Mostyn Road, SW19 Secretary
IAN AULD MACTAGGART Baronet 55 Park Lane London, W1 Company Director	B H TAYLOR 39 Mostyn Road, SW19 Secretary
ERIC ERRINGTON, Baronet Tirionfa, Treaddur Bay Holyhead, Anglesey Barrister-at-Law	B H TAYLOR 39 Mostyn Road, SW19 Secretary

Names, addresses and
Descriptions of subscribers

Signatures witnessed
by

GEORGE HEWLINGS ASPELL
74 Halford Street
Leicester
Chartered Surveyor

B H TAYLOR
39 Mostyn Road, SW19
Secretary

WILLIAM JOHN INLGIS MUIR
205 St Vincent Street
Glasgow, G2
Chartered Surveyor

B H TAYLOR
39 Mostyn Road, SW19
Secretary

JOHN BYRAM MEE
Aldise Court 39
High Street, Sheffield 1
Chartered Auctioneer
and Estate Agent

B H TAYLOR
39 Mostyn Road, SW19
Secretary

VICTOR CECIL DONALDSON
17 Dalston Lane
London, E8
Chartered Surveyor

B H TAYLOR
39 Mostyn Road, SW19
Secretary

ROBERT GLYNNE EVANS
8 Montclair Drive
Liverpool 18
Estate Agent

B H TAYLOR
39 Mostyn Road, SW19
Secretary

WILLIAM JOHN BOYD
35 Bath Street
Glasgow, G2
Solicitor

CHRISTINE W HORNSBY
35 Bath Street
Glasgow, G2
Cashier

GEORGE BRAIK MASON
26 Bellgrove Street
Glasgow
Property Agent

MAY HANNAH MONTELL
26 Bellgrove Street
Glasgow

BASIL NOBLE
92 Bondgate
Darlington, Co Durham
Chartered Surveyor

B H TAYLOR
39 Mostyn Road, SW19
Secretary

EDWARD WHITE MIDGLEY
155 Idle Road
Bradford, 2
Accountant

B H TAYLOR
39 Mostyn Road, SW19
Secretary

ARTHUR EDWARD TELLING
24 The Ropewalk
Nottingham
Barrister-at-Law

A J DEARY
24 The Ropewalk
Nottingham

Names, addresses and
Descriptions of subscribers

ROBERT SILK
119 Crawford Street
London, W1
Company Director

WALTER WILLIAM BALDING
23 Homestead Road
Chelsfield, Kent
Company Director

Signatures witnessed
by

B H TAYLOR
39 Mostyn Road, SW19
Secretary

B H TAYLOR
39 Mostyn Road, SW19
Secretary

THE COMPANIES ACTS 1948 TO 1983

COMPANY LIMITED BY GUARANTEE AND NOT

HAVING A SHARE CAPITAL

NEW

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 6th August 1974
and amended by Special Resolutions passed on 27th May 1982,
14th May 1985 and 9th February 1989)

of

BRITISH PROPERTY FEDERATION

INTERPRETATION

1. In these presents the word standing in the first column of the table next hereinafter 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

The 1948 Act

The Companies Act 1948

The 1967 Act

The Companies Act 1967

The Statutes

The Companies Acts 1948 to 1983,
and every other Act for the time
being in force and every
modification or re-enactment
thereof

These presents

These Articles of Association
and the regulations of the
Federation from time to time in
force.

The Federation

The above-named Company.

The Council

The Council of Management for the time being of the National Association of Property Owners Limited.

The General Council

The new Council of Management of the Federation to be set up under Article 44 hereof.

The Office

The registered office of the Federation.

The Seal

The common seal of the Federation.

The United Kingdom

Great Britain and Northern Ireland.

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.

Member

An individual person or corporate body or the nominee of an unincorporated body or an Affiliated Association admitted to membership of the Federation and registered as such.

Honorary Officers

The Honorary Officers of the Federation from time to time.

Immediate Past President

Such person as most recently held the office of President of the Federation before the President of the Federation for the time being, and who is willing and able to serve as one of the Honorary Officers.

Council Member

A person being a member of the Council or the General Council for the time being who is either a Member of the Federation in his own right or in his capacity as the nominee of an unincorporated body or Affiliated Association or who is the duly appointed representative of an incorporated body which is a Member of the Federation.

Affiliated Association

As described from time to time in regulations made by the Federation in General Meeting.

Words importing the singular number only shall include the plural number, and vice versa

Words importing the masculine gender only shall include the feminine and neuter gender; and

Words importing persons shall include corporations.

Reference to any section or provision of either the 1948 Act or the 1967 Act shall, if not inconsistent with the subject or context, include any corresponding or substituted section or provision of any Statute amending, consolidating or replacing such Acts or either of them. Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

PURPOSE OF THE FEDERATION

2. The Federation is established for the purposes expressed in the Memorandum of Association.

FORM OF THE FEDERATION

3. The Federation is a Company limited by guarantee and not having a share capital.

QUALIFICATION FOR MEMBERSHIP

4.

- (1) Subject to the provisions of these presents as to admission to membership and payment of subscriptions, any person, firm, company or association or any combination or association thereof having a commercial, industrial, social, professional or academic interest (whether directly or indirectly) in property of any description (including land, with or without buildings, and any interest therein) shall qualify for membership.
- (2) For the purpose of this Article, "person, firm, company or association" shall include (without prejudice to the generality of the foregoing) an individual person or corporate body, or a nominee of an unincorporated body or of an Affiliated Association, having an interest as described in the preceding sub-clause of this Article. Provided that an unincorporated body or an Affiliated Association shall not be entitled to nominate more than one person at any time to be the Member.

- (3) Without prejudice to the generality of the foregoing the following categories shall be deemed to qualify for membership:-
- (i) property companies carrying on business as developers of or dealers in land or whatever description;
 - (ii) investment companies carrying on business as investors in land of whatever description;
 - (iii) other companies or persons who are proprietors or part-proprietors of land of whatever description;
 - (iv) persons who are owners of any residential property whether for personal occupation or the occupation of tenants;
 - (v) pension funds, insurance companies or other commercial institutions carrying on business as investors in the shares or other securities of quoted or unquoted companies falling within any of the above categories;
 - (vi) banks, finance houses or local authorities who are involved in financing the acquisition or development of land of whatever description;
 - (vii) chartered surveyors, estate agents, auctioneers, architects, solicitors, chartered accountants and other professional advisors of all kinds who advise on the acquisition, development or financing of land.

MEMBERS OF THE FEDERATION

5. The Members of the Federation shall be-
- (a) the existing Members of the National Association of Property Owners Limited as at the close of business on 5th August 1974;
 - (b) such other persons, firms, companies and associations as shall be qualified for membership in accordance with Article 4 of these presents and as shall be admitted to membership from time to time by the General Council in accordance with Article 6 of these presents;
 - (c) such other persons as shall be admitted to membership as Honorary Life Members from amongst persons who have given valuable service to the Federation chosen by the Council for approval by the Annual General Meeting held for 1974 and thereafter chosen by the General Council.

For the purpose of registration the number of Members of the Federation shall be taken to be unlimited.

ADMISSION OF MEMBERS

6. Applicants for membership shall not be admitted to membership unless their applications have been submitted to and approved by such Committee as the General Council may from time to time appoint for that purpose; such committee shall be entitled in its absolute discretion to refuse admission to any applicant without stating any reason for that refusal. Upon acceptance of an application by such Committee, the applicant who is a nominee of an Affiliated Association shall before being admitted to membership undertake, on behalf also of the Affiliated Association of which he is a nominee, in such manner as such Committee may require, that the Affiliated Association will not oppose the settled policy of the Federation nor without the approval of the General Council communicate or negotiate with or give evidence before Government Departments, Royal Commissions or Government Committees on matters affecting the general objects of the Federation. Provided that such undertaking shall not preclude any Affiliated Association from taking such action as aforesaid in matters which affect the particular interests only of that Affiliated Association or which affect the locality only in which that Affiliated Association is situate or operates.

7. The provisions of section 110 of the 1948 Act shall be observed by the Federation and every Member shall sign a written consent to become a Member, together with the form of undertaking referred to in Clause 8 of the Memorandum of Association of the Federation.

RETIREMENT OF MEMBERS

8. The Members shall loyally observe these presents and shall refrain from taking any action which may be prejudicial to the interest and objects of the Federation. If in the opinion of the General Council any Member has committed any breach of these presents or has wilfully done any act contrary to the decisions of the Federation or of the General Council or prejudicial to the interests or objects of the Federation then the General Council may cause his membership to be terminated.
9. In the case of a Member who is a nominee of an Affiliated Association or of an unincorporated body which in the opinion of the General Council has committed any breach of the terms of its affiliation or has wilfully done anything contrary to the decisions of the Federation or of the General Council or prejudicial to the interest or objects of the Federation, the General Council may cause the affiliation of that Affiliated Association or that unincorporated body (as the case may be) to be cancelled and the membership of its nominee to be terminated.
10. Any Member who shall desire to resign his membership and of such desire shall notify the Secretary of the Federation in writing shall cease to be a Member on the seventh day after receipt by the Secretary of that notification but shall remain liable for all membership subscriptions then accrued due from him and shall not be entitled to any reduction therein nor to any refund of subscription paid by him in respect of any period not then completed.
11. The right of membership is personal to the Member and shall not be transferable by his own act or by operation of law.

MEMBERSHIP SUBSCRIPTION

12. (1) The General Council shall by resolution determine the annual subscription and shall also determine the date or dates upon which such annual subscriptions shall become due and payable by individual members.

- (2) The General Council shall have power to terminate the membership of any Member whose subscription shall be in arrears for three months or more.
13. No Member shall be entitled to any advantages of membership unless all moneys due from him to the Federation have been paid.

GENERAL MEETINGS

14. The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the General Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
15. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
16. The General Council may whenever it thinks fit convene an Extraordinary General Meeting. 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 1948 Act.
17. The General Council may invite to General Meetings of the Federation of Affiliated Associations and such other persons as the General Council may think fit. Provided always that the General Meeting shall have the right to require any person who is not a Member to withdraw from the meeting, that those members of Affiliated Associations who are not Members shall not vote upon any matter requiring a resolution and that those invited by the General Council and who are not Members shall neither vote nor (without the permission of the Chairman) take any part of the meeting.

NOTICE OF GENERAL MEETINGS

18. Twenty-one day's notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting the exact wording of any special or extraordinary resolution and in the case of special business the general

nature of that business and in the case of proposals pursuant to Article 44 (2) and nominations pursuant to Article 44 (3) the identity of such persons so proposed or nominated shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Federation, but with the consent of all the Members having the right to attend and vote thereat or of such proportion of them as is prescribed by section 133 (3) of the 1948 Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such shorter notice as those Members may think fit.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or the proceedings, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the General Council and of the Auditors, the election of members of the General Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven Members personally present shall be a quorum.
22. 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, or at such other place as the General Council may determine, 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 shall be a quorum.
23. The President and failing him the Vice-President shall preside as Chairman at every General Meeting but if there be no such officer, or if at any meeting no such officer shall be present within fifteen minutes after the time appointed for holding the same, or shall be willing to preside, the Members present shall choose some member of the General Council, or if no such member be present, or if all the members of the General Council present decline to take the chair, they shall choose some Member of the Federation who shall be present to preside.
24. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a 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. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.

25. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing 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 of the meeting that a resolution on a show of hands has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
26. Subject to the provisions of Article 27 hereof, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

30. Subject as hereinafter provided, every Member shall have one vote.
31. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid or procured the payment of every subscription and other sum (if any) which shall be then payable to the Federation in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.

32. On a poll, votes may be given either personally or by proxy. On a show of hands, a Member present only by proxy shall have no vote except that a proxy for an incorporated body may vote on a show of hands. Whether on a poll or on a show of hands, a corporation may vote by its duly authorised representative appointed as provided by Section 139 of the 1948 Act.
33. A Member entitled to attend and vote at any General Meeting is entitled to appoint a proxy. A proxy must be a Member, or, if he is a proxy for a Member nominated by an Affiliated Association he must either be a Member or a member of the Affiliated Association by whom the Member for whom he is proxy was nominated.
34. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
36. 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 the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"BRITISH PROPERTY FEDERATION

"I,/We

"of

"a Member of the above-named Company, hereby

"appoint

"of

"and failing him,

"of

"to vote for me/us and on my/our behalf at the (Annual

"or Extraordinary, as the case may be) General Meeting

"of the Federation to be held on the day of

"and at every adjournment thereof.

"Signed this day of 19".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

HONORARY OFFICERS

38. There shall be the following Honorary Officers, namely:-

A President;

A Vice-President;

An Honorary Treasurer;

An Immediate Past President

39. The Honorary Officers for the year commencing on the date of the Annual General Meeting to be held in 1986 and thereafter shall be appointed or re-appointed (as the case may be) by resolution of the General Council at the first full meeting in the calendar year in which the Annual General Meeting is to be held. In the event that for any reason anyone of them shall be unable to take up his appointment from the date of that Annual General Meeting, another person shall be appointed by resolution of the General Council at the first full meeting of the General Council following the date of that Annual General Meeting.

40. An Honorary Officer must either be a Member in his own right or as a nominee of an unincorporated body or of an Affiliated Association or be an official or employee of an incorporated body which is a Member, but may be elected to or continue in office after having attained the age of seventy years.

41. At least two of the Honorary Officers must either be Members in their own right or as nominees of an unincorporated body or of an Affiliated Association or be officials or employees of an incorporated body which is a Member, having paid in respect of the then current year an annual membership subscription equal to or greater than One thousand five hundred pounds (£1,500) or such other figure as the General Council shall from time to time determine.
42. The Honorary Officers shall hold office until the Annual General Meeting falling in the year following the year in which they were appointed, but shall be eligible for re-appointment except that the President shall not be eligible for re-appointment as President for a third period succeeding two successive periods of his holding office as President except by Special Resolution of the Annual General Meeting.
43. An Honorary Officer shall cease to hold office if he shall become disqualified from membership of the General Council.

THE GENERAL COUNCIL

44. (1) With effect from the date of the Extraordinary General Meeting to be held on 9 February 1989 the General Council shall consist of a maximum of thirty-two persons (exclusive of any additional persons co-opted pursuant to Article 46) comprising duly nominated persons in the following categories:-
- (A) The President, the Vice-President, the Treasurer and the Immediate Past President of the Federation for the time being provided that any of the Honorary Officers who resign or are removed at any time shall ipso facto be deemed to have resigned from the General Council as at the date of such resignation or removal;
- (B) Ten persons being either Members in their own right or as nominees of unincorporated bodies (other than of Affiliated Associations) or being duly appointed representatives of incorporated bodies which are Members, having paid in respect of the then current year the maximum annual membership subscription to the Federation as the General Council shall from time to time determine;

Article 44 amended by Special Resolution passed on
9th February 1989

- (C) Twelve persons being either Members in their own right or nominees of unincorporated bodies which are Members (other than of Affiliated Associations) or duly appointed representatives of incorporated bodies which are Members;
 - (D) Three persons being either Members in their own right or as nominees of unincorporated bodies (other than of Affiliated Associations) or being duly appointed representatives of incorporated bodies which are Members, carrying on business as professional advisors with regard to any matter relating to property or the management thereof;
 - (E) Three persons from amongst the nominees of the Affiliated Associations for the time being of the Federation.
- (2) From the Annual General Meeting to be held in 1986 no person shall be appointed to the General Council under Category (B) referred to in the preceding sub-clause unless that person has notified the Secretary of the Federation that he is willing to serve and such notification is made at least 36 days prior to the Annual General Meeting from which that person wishes to be appointed. In the event that more than ten such notifications are made the Secretary shall reduce the number thereof to ten by lot.
- (3) With effect from the Extraordinary General Meeting to be held on 9th February, 1989 and thereafter no person shall be considered for election to the General Council, under categories (C), (D), and (E) referred to in sub-clause (1) hereof unless nominated by five Members of the Federation or by the General Council and such nominations have been notified in writing to the Secretary of the Federation at least twenty-eight days prior to the Annual General Meeting at which the person so nominated is intended to be considered for election.
- (4) The persons proposed or where appropriate selected by lot in accordance with Article 44 (2) shall be appointed with effect from the Annual General Meeting which follows their proposal.
- (5) The persons nominated in accordance with Article 44 (3) shall stand for election at the Annual General Meeting which follows their nomination and shall be elected upon the vote of a simple majority of those present and those voting by proxy. If so elected their appointment shall take effect from the time of their election.

45. (1) The General Council may from time to time and at any time appoint a person as a member of the General Council either to fill a casual vacancy in the categories of membership described in sub-clauses (B) to (E) inclusive of Article 44 (1) hereof or by way of addition to the General Council provided that the prescribed maximum number of members of the General Council and co-opted members is not then exceeded and provided further that the General Council shall in making any such appointment preserved as far as is practicable the number of Council Members from each of the several categories set out in Article 44 (1) hereof;
45. (2) the person or persons appointed pursuant to this Article shall continue in office until the date of the next Annual General Meeting whereupon their membership of the General Council shall automatically determine unless they are appointed or elected with effect from that Annual General Meeting under the provisions of Article 44.

THE GENERAL COUNCIL

46. (1) In addition to the persons elected under Article 44 (5) or appointed under Article 44 (4) or 45 (1) the General Council shall have power by Resolution to co-opt up to four additional persons in order to widen the representation on the General Council;
46. (2) the appointment of the co-opted member or members shall cease automatically upon the earlier of the date of a resolution of the General Council that a particular appointment be terminated or the date of the next Annual General Meeting.
47. (1) a Council Member must either be a Member in his own right or as a nominee of an unincorporated body or of an Affiliated Association or be an official or employee of an incorporated body which is a Member;
47. (2) a Council Member may be elected to or continue in office having attained the age of seventy years.

REMUNERATION

48. The Honorary Officers and the Council Members shall not be entitled to any remuneration but shall be entitled to be repaid reasonable expenses incurred in attending meetings or otherwise in relation to the affairs of the Federation.

Article 45 (1) amended by General Resolution passed on
9 February 1989

49. No Council Member or any member of any committee of the General Council shall be disqualified from holding any other office of profit under the Federation or from contracting or being interested in any contract with the Federation nor shall any such contract be avoided nor shall such person be liable to account for any profit arising thereout or be disqualified from voting in respect of any such contract provided that his interest be disclosed in the accordance with the provisions of section 198 of the 1948 Act.

ROTATION OF COUNCIL MEMBERS

50. (1) At the Annual General Meeting to be held in 1986 eight Council Members shall retire from office. The Council Members to retire at that Annual General Meeting shall be those who have been longest in office since their last election but as between persons who were elected council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring council Member shall be eligible for re-election.
50. (2) At the Annual General Meeting to be held in 1989 and at every Annual General Meeting thereafter four Council Members nominated from category (C) and one Council Member from each of the categories (D) and (E) in Article 44 (1) shall retire from office each year. If the number in any such category is not the maximum provided under Article 44 (1) then the number nearest to but not exceeding one-third, shall retire from office. The retiring Council Members in any such category in every year shall be those Council members who have been longest in office since the last election but as between persons who were elected Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Council Member shall be eligible for further election under Article 44 (5) unless he has served as a member of the General Council in any capacity for a six year period or more in which case he may not be re-appointed or re-elected (as the case may be) until one year has elapsed since his retirement.
51. No person shall be appointed or elected to membership of the General Council if before such appointment or election the General Council is reliably informed that such person is unwilling to serve as a Council Member.

Article 50 (2) amended by Special Resolution passed on
9 February 1989

DISQUALIFICATION OF HONORARY OFFICERS AND COUNCIL MEMBERS

52. The office of Honorary Officer or Council Member shall be vacated
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors, or if a liquidator or receiver is appointed over the assets of an incorporated body of which he is the duly appointed representative or of any unincorporated body of which he is a nominee.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a Member, or if the incorporated body of which he is the duly appointed representative or the unincorporated body of which he is a nominee ceases to be a Member or ceases to be affiliated (as the case may be).
 - (D) If being a duly appointed representative of an incorporated body he ceases to be an official or employee of such body, or, if being a nominee of an unincorporated body, he ceases to be its nominee.
 - (E) If by notice in writing to the Federation he resigns his office.
 - (F) If he ceases to hold office by reason of any order made under section 188 of the 1948 Act.
 - (G) If he is removed from office by a resolution duly passed pursuant to section 184 of the 1948 Act.
 - (H) If he shall absent himself from the meetings of the General Council for nine months without the leave of the General Council.
 - (I) If for any other reason a resolution is passed for the removal of an Honorary Officer by two thirds of the Council members attending a full General Council Meeting where at least 14 days notice in writing of such resolution had previously been given to all Council Members and where at least three quarters of all Council members attend such General Council Meeting.

POWERS AND DUTIES OF THE GENERAL COUNCIL

53. The business of the Federation shall be managed by the General Council which may exercise all such powers of the Federation and do on behalf of the Federation all such acts as may be exercised and done by the Federation, and as are not by the Statutes or by these presents required to be

exercised or done by the Federation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Federation and to such regulations (not being inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Federation in General Meeting. Provided that no regulation made by the Federation in General Meeting shall invalidate any prior act of the General Council which would have been valid if such regulation had not been made.

54. The General Council may exercise all the powers of the Federation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Federation or of any third party.
55. The members for the time being of the General Council may notwithstanding any vacancy in their body, act as the General Council for the purpose of admitting persons to membership of the Federation, filling up vacancies in the their body, summoning a General Meeting and, for such reasonable time as it may take to fill the vacancy or vacancies, for all other purposes for which the General Council is empowered to act.
56. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Federation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the General Council shall from time to time by resolution determine.
57. The General Council may delegate any of its powers to standing committees consisting of such Member or Members as it thinks fit and may make standing orders regulating the composition of such committees and any such committee shall have power (unless the General Council otherwise directs) to co-opt persons not being Members.
58. The General Council shall also have power to set up ad hoc committees for the purpose of considering and advising on specific matters and any such committee shall have power (unless the General Council otherwise directs) to co-opt persons not being Members.
59. The General Council shall cause proper minutes to be made of all appointments of officers made by the General Council and of the proceedings of all meetings of the Federation and of the General Council and of committees of the General Council, and 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 without any further proof of the facts therein stated.

PROCEEDINGS OF THE GENERAL COUNCIL

AND COMMITTEES

60. The General Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four 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 of the meeting shall have a second or casting vote.
61. Two Council Members may, and on the request of two Council Members, the Secretary shall, at any time, summon a meeting of the General Council by notice served upon the several members of the General Council. A Council Member who is absent from the United Kingdom shall not be entitled to notice of a meeting.
62. The President and failing him the Vice-President shall preside as Chairman. If at any meeting an eligible Chairman be not present within five minutes after the time appointed for holding the meeting or is unwilling to preside, the Council Members present shall choose one of their number to be Chairman of the meeting.
63. A meeting of the General Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Federation for the time being vested in the General Council generally.
64. Committees formed in accordance with Articles 57 and 58 hereof shall in the exercise of the powers delegated to them respectively by the General Council, conform to any regulations prescribed in accordance with Article 53 hereof. The meetings and proceedings of any such committees shall be governed by the provisions of these presents for regulating the meetings and proceedings of the General Council so far as applicable and so far as the same shall not be superseded by any regulations made by the General Council or contained in these presents.
65. A committee may elect a Chairman of its meeting. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

66. A committee may meet and adjourn as its members think fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second and casting vote.
67. All acts bona fide done by any meeting of the General Council or of any committee of the General Council, or by any person acting as a Council Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Council 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 Council Member.
68. A resolution in writing signed by a majority of the members for the time being of the General Council or of any committee of the General Council who are entitled to receive notice of a meeting of the General Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the General Council or of such committee duly convened and constituted.
69. A Council Member unable to attend any meeting of the General Council may authorise any Council Member to vote for him at that meeting, and in that event the Council Member so authorised shall have a vote for each Council Member by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable or telegram and must be produced to the meeting of the General Council at which the same is to be used and be left with the Secretary for filing.

SECRETARY

70. The Secretary shall be appointed by the General Council for such term at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. The provisions of sections 177 and 179 of the 1948 Act shall apply and be observed. The General Council may from time to time by resolution appoint assistant or deputy Secretaries and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

DIRECTOR GENERAL

71. The General Council may at any time and from time to time appoint a Director General for the time being of the Federation who shall exercise such powers and discretions and carry out such duties as shall be assigned to him from time to time by the General Council.

THE SEAL

72. The Seal shall only be used by the authority of a resolution of the General Council and every instrument to which the Seal shall be affixed shall be signed by a Council Member and countersigned by the Secretary or a second Council Member. In favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

73. The accounts of the Federation shall be under the general supervision of the Honorary Treasurer and the General Council shall cause proper books of account to be kept with respect to-
- (a) all sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Federation; and
 - (c) the assets and liabilities of the Federation,
- as are necessary to give a true and fair view of the state of the affairs of the Federation and to explain its transactions.
74. The books of account shall be kept at the Office, or, subject to section 147 (3) of the 1948 Act, at such other place or places as the General Council shall think fit, and shall always be open to the inspection of Council Members.
75. The General Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of Members not being Council Members, and no Member not being a Council Member, shall have any right of inspecting any account or book or document of the Federation except as conferred by the Statutes or authorised by the General Council or by a resolution of the Federation in General Meeting.

76. Once at least in every calendar year the General Council shall cause to be prepared and laid before the Federation in General Meeting a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet made up as at the same date. Every such account and balance sheet shall be accompanied by proper reports of the General Council and of the 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 before which they are laid, subject nevertheless to the provisions of section 158 (1)(c) of the 1948 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 hereinafter 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 1967 Act.

AUDIT

77. Once at least in every calendar year the accounts of the Federation 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.
78. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the 1948 Act, the members of the General Council being treated as the Directors mentioned in those sections, and the provisions of sections 13 and 14 of the 1967 Act shall be observed.

NOTICES FOR GENERAL MEETINGS

79. A notice may be served by the Federation upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his address as appearing in the Register of Members.

80. Any Member referred to in the Register of Members as having an address not within the United Kingdom, who shall from time to time give the Federation 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 and as provided by the 1948 Act, only those Members who are referred to in the Register of Members as having an address within the United Kingdom shall be entitled to receive notices from the Federation.
81. Notice of every General Meeting of the Federation shall be given to the Auditors for the time being of the Federation.
82. Any notice, if served by post, shall be deemed to have been served on two days 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 a prepaid letter.

NOTICES FOR COUNCIL MEETINGS

83. Where any notice requires to be served on any Council Member for the purpose of calling a meeting of General Council or any committee thereof, such notice may be given verbally or by sending it through the post in a pre-paid letter. It shall not be necessary to give notice of a meeting of the General Council to any Council Member for the time being absent from the United Kingdom. Any notice, if served by post, shall be deemed to have been served two days 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 a pre-paid letter.

DISSOLUTION

84. If upon the winding up or dissolution of the Federation 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, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, 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 imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members 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.