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THE COMPANIES ACT, 1948.
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.
MEMORANDUM OF ASSOCIATION
OF
HALSWAY MANOR SOCIETY LIMITED.

As altered by Special Resolution passed the
7th day of October 2007

- 1 The name of the Company (hereinafter called "the Society") is
"HALSWAY MANOR SOCIETY LIMITED"
- 2 The Registered Office of the Society will be situated in England
- 3
 - i) The primary object for which the Society is established is to advance the education of the public by preserving for the benefit of the public the heritage of English folk music, dances , songs, folk traditions and folklore and other folk music, dance, song, folk traditions and folklore (including singing games, literature, painting, street theatre, storytelling, choirs and orchestras), and the promotion of traditional crafts and craftsmanship, to make them known and to encourage the practice of them in their traditional forms and to use and maintain Halsway Manor as a hub for these activities, and as ancillary thereto and for the furtherance of the said primary object
 - ii) To promote and encourage historical research and make available to the public the results of such research, including family history, especially when appertaining to folk traditions, folklore and traditional pastimes
 - iii) To the extent that the income and property of the Halsway Manor Society Ltd can not be used for the above objects they shall be used for the advancement of the education of the public (but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable)
- 4 In addition to any other powers it may have the Society has the following powers in order to further the objects (but not for any other purpose)
 - i) To promote the knowledge and practice of English (and other) folk dances, songs, folk traditions, folklore and music, traditional crafts and craftsmanship, historical research including family history, by means of dances, schools, classes, examinations, lectures, demonstrations, festivals and other like methods and by the provision of residential board and accommodation and refreshment facilities in connection therewith
 - ii) To promote and encourage research into and study of the origins, development and traditional practice of English folk dances, songs, folk traditions, folklore, and music and their relationship with those of other countries

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- iii) In furtherance of the above objects to promote and co-operate in, demonstrations, festivals and other like performances of folk dances, songs, folk traditions, folklore and music of other countries, whether held in England or elsewhere
- iv) Also in furtherance of the above objects to prepare and publish, issue and make use of, for sale, performance or otherwise, such books, journals, records, reports, and other literature, and means and apparatus for the visual and mechanical reproduction of folk dances, songs, folk traditions, folklore, and music as may seem desirable
- v) To make, obtain and distribute, by sale or otherwise, instruments and other articles of whatever description, requisite for the performance or practice of folk dances, songs, folk traditions, folklore, and music in accordance with the above objects
- vi) To solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the purposes of the Society
- vii) To adopt such means of making known the activities, exhibitions, lectures, demonstrations and festivals of the Society as may seem advisable and to advertise in the press by circulars, by posters and by publishing periodicals and books
- viii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society
- ix) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects
- x) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects
- xi) To borrow or raise money for the purpose of the Society on such terms and on such security as may be thought fit
- xii) To invest the moneys of the Society 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 be for the time being imposed or required by law and subject also as hereinafter provided
- xiii) 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 Society or calculated to further its objects

- xiv) To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company
- xv) To do all such things as are incidental or conducive to the attainment of the above objects or any of them

Provided that -

- i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- ii) The Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union
- iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Society 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 Council of Management or Governing Body of the Society shall be chargeable for any such property that 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated

- 5 The income and property of the Society, whencesoever derived, shall be applied solely toward the promotion of the objects of the Society 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 Society Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Society, but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rents for premises demised or let to the Society, provided that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body 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, and of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company
- 6 The liability of the members is limited
- 7 Every member of the Society undertakes to contribute to the assets of the Society, 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 Society 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 contributors among themselves, such amount as may be required not exceeding £1
- 8 If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Society, 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 Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by members of the Society 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

THE COMPANIES ACT, 1948.

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.**

**ARTICLES OF ASSOCIATION
OF
HALSWAY MANOR SOCIETY LIMITED.**

With amendments to 1st October 2006

GENERAL

1 In these presents the words 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 –

<u>WORDS</u>		<u>MEANINGS</u>
The Act	„	The Companies Act, 1948
The Society	„	The above-named Company
These presents	„	These Articles of Association, and the regulations of the Society from time to time
The Council	„	The Council of Management for the time being
The Office	„	The registered office of the Society
The Seal	„	The common seal of the Society
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

And words importing the singular member only shall include the plural, and vice versa
Words importing the masculine gender only shall include the feminine gender and
words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory
modification thereof for the time being in force shall, if not inconsistent with the
subject or context, bear the same meanings in these presents

MEMBERS.

2 The number of Members with which the Society proposes to be registered is 1000, but the Council may from time to time register an increase of Members

3 (Deleted at AGM 2nd October 2005)

4 The Society is established for the purposes expressed in the Memorandum of Association

5 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Society

6 (Deleted at AGM 2nd October 1988)

7 The provisions of Section 110 of the Act shall be observed by the Society, and any person wishing to become a Member of the Society shall be proposed and seconded by Members of the Society and shall apply in writing in such form as the Council may from time to time prescribe It will be for the Council of Management to decide whether to accept or decline an application

SUBSCRIPTIONS.

8 Every Member shall pay an annual subscription of such amount and on such date in each year as shall from time to time be fixed by the Society in General Meeting

9 (Deleted at AGM 2nd October 2005)

10 If the subscription of any Member shall be in arrears a notice shall be sent to him reminding him that his subscription is overdue and warning him of the consequences If the subscription of any Member shall be in arrears for six months his membership shall ipso facto be terminated

11 A Member of the Society shall cease to be a Member -

- a) on his death
- b) on his resignation in writing
- c) in the event mentioned in Article 10
- d) if he is requested by the Council to resign provided that no such request shall have any operation or effect unless the Member in question has been given proper notice of the grounds upon which it is proposed to be made and a proper opportunity of attending and being heard at a meeting of the Council or a duly appointed committee thereof convened to consider such proposal

12 (Deleted at AGM 2nd October 2005)

DONORS AND CONTRIBUTORS.

13 The Council may confer on persons, who make voluntary contributions to the funds of the Society such honorific designations, as the Council may think fit by way of grateful recognition of their disinterested help No such person shall have any rights or privileges whatsoever in relation to the Society or its affairs except if he be a Member such rights and privileges as he has in that capacity

GENERAL MEETINGS.

14 The Society 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 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 Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by Council on the petition of 21 members of the Society

17 Twenty-one clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days notice in writing at the least of every other General Meeting, specifying the place, the day and hour of meeting, and in the case of special business the general nature of that business, shall be given to all members. Notice shall also be given to such persons including the Auditors as are under these presents or under the Act entitled to receive such notice from the Society

18 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitles to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

PROCEEDINGS AT GENERAL MEETINGS.

19 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 Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors

20 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 twenty one Members personally present shall be a quorum

21 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 for a period of 28 days, at the same time and place, or at such other place as the 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. Whenever a meeting is adjourned under this clause, twenty-one clear days notice in writing of the adjourned meeting shall be given

22 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such Member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Society who shall be present to preside

23 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place Whenever a meeting is adjourned adequate notice of the adjourned meeting shall be given

24 At any General Meeting a special resolution put to the vote of the meeting shall be decided on a show of hands and by the proxy votes duly submitted by members A declaration by the Chairman of the meeting that a resolution 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 Society 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

25 (Deleted at AGM 2nd October 2005)

26 Any election of a chairman necessary or any question of adjournment shall be taken forthwith by a show of hands

27 In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote

28 (Deleted at AGM 2nd October 2005)

VOTES OF MEMBERS.

29 (Deleted at AGM 2nd October 2005)

30 A Member duly registered, who shall have paid every subscription which shall be due and payable to the Society in respect of his membership, shall be entitled to one vote on any question, at any General Meeting

31 On a poll, votes must be given personally or by proxy according to the defined procedure

31A The distribution and receipt of ballot papers shall be conducted by the Council, who may appoint an external agency to act on their behalf The sealed ballot envelopes containing the voting slips shall be delivered, un-opened, to the A G M , where the meeting shall appoint three tellers from those members present, to open and count the votes Any person with a vested interest in the outcome of the ballot shall be excluded from involvement in the receipt and counting of votes

31B The distribution of proxy voting forms shall be conducted by the Council The returned proxy voting envelopes shall be returned, un-opened, to the Company Secretary who shall arrange for them to be checked, processed and prepared ready for use by those nominated

COUNCIL OF MANAGEMENT

32 Until otherwise determined by a General Meeting, the number of the Members of the Council shall not be less than seven nor more than fifteen, of which not more than twelve shall be elected in General Meeting

33 (Deleted at AGM 2nd October 2005)

34 The Council may from time to time and at any time appoint any member of the Society as a member of the Council, provided that the total number of members so appointed shall not exceed three. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-appointment

35 No person, shall in any circumstances be eligible to hold office as a member of the Council -

- a) if he is not a member of the Society
- b) if he is under 18 years of age
- c) if any member of the Council is his immediate family
- d) if any member of his immediate family holds a paid post with the Society

POWERS OF THE COUNCIL.

36 The business of the Society shall be managed by the Council who may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made

37 The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the Members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

SECRETARY.

38 The Company Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by them. The provisions of Section 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting

THE SEAL.

39 The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two Members of the Council and the Secretary, and the said Members and 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 Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

- 40 The Office of a Member of the Council 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 becomes of unsound mind
 - c) if he ceases to be a Member of the Society
 - d) if by notice in writing to the Society he resigns his office
 - e) if he ceases to hold office by reason or any order made under Section 188 of the Act
 - f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act
 - g) if he ceases to be a Member by virtue of Section 185 of the Act
 - h) if he be absent from three consecutive meetings of the Council without previously sending a written explanation on the occasion of each absence which the Council shall deem satisfactory
 - i) (Deleted at AGM 2nd October 2005)
 - j) (Deleted at AGM 1st October 2006)
 - k) (Deleted at AGM 2nd October 2005)
 - l) (Deleted at AGM 2nd October 2005)
 - m) if he has been convicted of any offence that carries a prison sentence and that sentence has not been spent under the provisions of the Rehabilitation of Offenders legislation

ROTATION OF MEMBERS OF THE COUNCIL.

41 At every Annual General Meeting, one-third of the members of the Council for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office

42 The members of the Council to retire shall be those who have been longest in office since their last election. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from the date of their last election to the Council. A retiring member of the Council shall be eligible for re-election, save that no member shall serve more than three consecutive years without presenting himself to the members for election

43 The Society may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost

44 No person shall be eligible for election to membership of the Council at any General Meeting, unless 42 days clear notice shall be given to the Secretary in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed of his willingness to be elected. Should the number of candidates nominated, as aforesaid, not exceed the number of vacancies, such candidates shall be deemed elected. Should the number of candidates nominated, as aforesaid, exceed the number of vacancies, then a Ballot as detailed at Article 31A above shall be conducted. The Secretary shall report to the meeting the names of the elected candidates. Members may not give more than one vote to any one candidate and the number of votes cast by any one member shall not exceed the number of vacancies

45 (Article deleted at AGM 6th October 2002)

46 In addition and without prejudice to the provisions of Section 184 of the Act, the Society may by Extraordinary Resolution remove any member of the Council before the expiry of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

PROCEEDINGS OF THE COUNCIL.

47 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Half the total complement of the Council shall constitute 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

48 A Member of the Council may, and on the request of a Member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several Members of the Council. The notice to be given at least seven days in advance

49 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting

50 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Society for the time being vested in the Council generally

51 The Council may delegate any of their powers to committees consisting of such Member or Members of the Council or other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council, except that non-Council Members of the committee shall not have a vote. 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 Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council

52 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council

53 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated

54 A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

ACCOUNTS.

- 55 The Council shall cause proper books of accounts to be kept with respect to -
- a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place
 - b) all sales and purchases of goods by the Society and
 - c) the assets and liabilities of the Society

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 affairs of the Society and to explain its transactions

56 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 Council shall think fit, and shall always be open to the inspection of the Members of the Council

57 The accounts and books of the Society or any of them shall be open to the inspection of Members of the Society at the Registered Office on seven days notice, and no Member (not being a Member of the Council) shall have any right of inspecting any other account or book or document of the Society except as conferred by statute or by the Society in General Meeting

58 At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than seven months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and 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, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open for inspection and be read before the meeting as required by Section 162 of the Act

AUDIT

59 Once at least in every year the accounts of the Society 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

60 Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Members of the Council being treated as the Directors mentioned in those Sections

NOTICES.

61 A notice may be served by the Society 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

62 (Article deleted at AGM 6th October 2002)

63 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter

DISSOLUTION.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

F C B Fleetwood Hesketh, Farmer
Holcombe Court,
Wellington,
Somerset

May Bradbury, Housewife
11, Victoria Street,
Burnham-on-Sea,
Somerset

L C Luckwill Mayscroft, Biologist
Flax Bourton,
Bristol

Bessie H Rye, Housewife
92 Devonshire Road,
Weston-super-Mare,
Somerset

G P Rye, Librarian
92 Devonshire Road,
Weston-super-Mare,
Somerset

P W Gaylor, Civil Servant
13 Danielsfield Road,
Yeovil
Somerset

W A Rutter, Organiser
Park Cottage,
Clyst Hydon,
Cullompton
Devon

Dated the 4th day of May 1965
Witness to the above Signatures -
T M M Yells,
5 Duke Street,
Cullompton,
Devon (Teacher)

<u>SCHEDULE OF AMENDMENTS TO ARTICLES OF ASSOCIATION</u>

AGM 13TH November 1966
Article 32

AGM 5th October 1986
Article 40

AGM 4th October 1987
Articles 44, & 58

AGM 2nd October 1988
Article 6

AGM 6th October 1991
Article 44

EGM 14th November 1999
Articles 11, 20, 34, & 47

AGM 7th October 2001
Numerous

AGM 6th October 2002
Articles 2, 7, 16, 21, 23, New 31a, 34, 36, 38,
40, 42, 44, 45, 47, 48, 51, 57, & 62

AGM 3rd October 2004
Article 10

AGM 2nd October 2005
Articles 2, 3, 7, 8, 9, 12, 14, 16, 17, 21, 24, 25, 27, 28, 29,
30, 31A, New 31B, 33, 34, 35, 36, 40, 41, 42, 63

AGM 1st October 2006
Article 40j

Number of Company 849615

Charity No 247230

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING SHARE CAPITAL

**Memorandum
and
Articles of Association
of
Halsway Manor Society Limited.**

Incorporated the 20th day of May 1965

With amendments to 7th October 2007

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