

HALSWAY MANOR SOCIETY LTD. Regd. No. 849615.

**Annual General Meeting - 7th. October 2001.**

Special Resolution 7 d)

**Proposed amendments to Articles 24 - 28 and 31 of the Articles of Association.**

The Council of Management recommend the adoption of these amendments.

Words underlined to be removed by the amendment.

Words in **bold type** to be inserted by the amendment.

24. At any General Meeting a **special resolution** put to the vote of the meeting shall be decided on a show of hands, unless a poll postal ballot of all members is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three six Members present, or by 10% of those present and entitled to vote, whichever is the greater, or by a Member or Members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll postal ballot is so demanded 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. The demand for a poll postal ballot may be withdrawn **but only before the conclusion of the General Meeting at which it was demanded.**

25. Subject to the provisions of Article 26, if **If a poll postal ballot of all members** 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, within 30 days of the General Meeting and the result of the poll postal ballot shall be deemed to be the resolution of the meeting at which the poll postal ballot was demanded.

26. A poll demanded on the **Any election of a Chairman necessary or on a** any question of adjournment shall be taken forthwith **by a show of hands.**

27. In the case of an equality of votes, whether on a show of hands or on a poll, postal ballot, the Chairman of the meeting shall be entitled to a second or casting vote.

28. The A demand of a poll for a postal ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll postal ballot has been demanded.

31. On a poll votes must be given personally and not or by proxy **according to the defined procedure.**

The above Resolution, amending the Articles of Association, was put to the A.G.M. on 7th. October 2001 and carried without dissent.



A50  
COMPANIES HOUSE

\*AYL0F52F\*

0741  
20/10/01

*Handwritten signature:* M. Aplin  
*Handwritten text:* Company Secretary  
17 Oct 2001

Number of Company: 849615.

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 20<sup>th</sup>. day of May, 1965.

With amendments to 8<sup>th</sup>. October 2001.

**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 t<sup>h</sup>  
30<sup>th</sup> day of January, 1966.

1. The name of the Company ( hereinafter called "the Society" ) is  
"HALSWAY MANOR SOCIETY LIMITED".
2. The Registered Office of the Society will be situate in England.
3. The primary object for which the Society is established is to preserve for the benefit of the public English folk dances and songs and other folk music, dance and song ( including singing games ), to make them known and to encourage the practice of them in their traditional forms; and as ancillary thereto and for the furtherance of the said primary object ( but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable ):-
  - i) To promote the knowledge and practice of English folk dances, songs, and music 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, and music and their relationship with those of other countries.
  - iii) In furtherance of the above objects to promote and co-operate in, demonstrations, festivals and other like performances of folk dances, songs 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 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 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 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 bylaw, 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.

4. 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.
5. The liability of the members is limited.
6. 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 10/-
7. 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 as least as great as is imposed on the Society under or by virtue of Clause 4 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.

End.

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

**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 250, but the Council may from time to time register an increase of Members.
3. The provisions of Section 110 of the Act shall be observed by the Society, and every Member of the Society shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
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 2<sup>nd</sup>. October 1988)
7. 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.

## **SUBSCRIPTIONS.**

8. Every Member shall pay an annual subscription of such amount as shall from time to time be fixed by the Society in General Meeting.
9. Annual subscriptions shall be payable on such dates in each year as may from time to time be fixed by the Council.
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 but he may (in the discretion of the Council) be reinstated on making an application for that purpose and paying all arrears.
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. The termination (from whatever cause) of any person's membership shall not affect the right of the Society to recover all subscriptions then due from him.

### **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 except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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 on such requisitions, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

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, (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 hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notice from the Society; 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 the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

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 to the same day in the next week, 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.

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 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 an adjourned meeting.

24. At any General Meeting a special resolution put to the vote of the meeting shall be decided on a show of hands, unless a postal ballot of all members is, before or upon the declaration of the result of the show of hands, demanded by at least six Members present, or by 10% of those present and entitled to vote, whichever is the greater, and unless a postal ballot is so demanded 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. The demand for a postal ballot may be withdrawn but only before the conclusion of the General Meeting at which it was demanded.

25. If a postal ballot of all members be demanded in manner aforesaid, it shall be taken within 30 days of the General Meeting and the result of the postal ballot shall be deemed to be the resolution of the meeting at which the postal ballot was demanded.

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, whether on a show of hands or on a postal ballot, the Chairman of the meeting shall be entitled to a second or casting vote.

28. A demand for a postal ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a postal ballot has been demanded.

### **VOTES OF MEMBERS.**

29. Subject as hereinafter provided, every Member shall have one vote.

30. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to 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.

### **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. The first members of the Council shall be the subscribers to the Memorandum of Association.

34. The Council may from time to time and at any time appoint any member of the Society as a member of the Council, either to fill a casual vacancy or by way of addition to 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 or election.

35. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Council.

### **POWERS OF THE COUNCIL.**

36. The business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental, to the promotion, formation, establishment and registration of the Society as they think fit, and 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 nevertheless to any regulations of these presents, 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 Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed maybe 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 Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no 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.

### **ROTATION OF MEMBERS OF THE COUNCIL.**

41. At the first and every subsequent 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 or appointment. 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 his last election or appointment. A retiring member of the Council shall be eligible for re-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 not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice 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. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than twenty eight days nor more than fifty six intervening days.

44 continued.

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 the Secretary shall send to all members of the Society ballot papers for the election of persons to fill the vacancies. Such ballot papers to be despatched to members not less than fourteen days prior to the date of the meeting and to be returned not less than four days prior to the date of the meeting. The Secretary shall make a record of the number of votes cast for each candidate and shall report to the meeting the names of the elected candidates. Members may not give more than ONE vote for any one candidate and the number of votes cast by any one member shall not exceed the number of vacancies.

45. The Society may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments for effecting any such increase.

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, and determine the quorum necessary for the transaction of business. Unless otherwise determined seven shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

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. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

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 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. 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 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 Society or any of them shall be open to the inspection of Members not being Members of the Council, and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council 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. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Society 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 Act, only those Members who are described in the register by an address within the United Kingdom shall be entitled to receive notices from the Society.

63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post 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 4<sup>th</sup>. day of May 1965.  
Witness to the above Signatures:-  
T.M.M. Yells,  
5 Duke Street,  
Cullompton,  
Devon (Teacher).

AA/11&Final.