

No. 887632

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE FAMILY PLANNING ASSOCIATION

(Reprinted on 12th December 1997 to
include all amendments to date)



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

AMENDED MEMORANDUM OF ASSOCIATION

OF

THE FAMILY PLANNING ASSOCIATION

(Amended by Special Resolution passed on 21st November 1997)

1. The name of the Company (hereinafter called "the Association") is "THE FAMILY PLANNING ASSOCIATION".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (A) To preserve and protect the good health both mental and physical of parents, young people and children and to prevent the poverty, hardship and distress caused by unwanted conception.
 - (B) To educate the public in the field of procreation contraception and health with particular reference to personal responsibility in sexual relationships and to the consequences of population growth.
 - (C) To give medical advice and assistance in cases of involuntary sterility or of difficulties connected with the marriage relationship or sexual problems for which medical advice or treatment is appropriate.

In the furtherance of the foregoing primary objects of the Association but not otherwise the Association shall have the following powers:-

- (a) To provide clinic facilities for the giving of advice on contraception, the medical examination of persons seeking advice on contraception and the taking of gynaecological and genito-urinary specimens and diagnostic purposes;
- (b) To supply contraceptive substances and contraceptive appliances;
- (c) To conduct and provide facilities and grants for research and to publish the results of such research;
- (d) To publish books, pamphlets, leaflets, journals, films and instructional matter and to organise lectures, broadcasts and courses of instruction;
- (e) Subject to the provisions of The Charities Act 1960 to purchase, take on lease or in exchange, have or otherwise acquire any real or personal property and any rights or

privileges including taking such steps and carrying out such actions as may from time to time seem to the Association to be conducive or incidental to the attainment of the foregoing objects and to sell, improve, manage, develop, lease, mortgage, exchange, dispose of, turn to account or otherwise deal with all or any part of the property rights or assets of the Association as may be deemed expedient with a view to the promotion of its objects;

- (f) To demolish, construct, maintain and alter any buildings or constructions and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodation and to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed necessary for the purposes of obtaining or procuring planning consent and such other statutory consents as may be required in connection with any development;
- (g) To undertake, manage and execute any charitable trusts which may lawfully be undertaken by the Association (in its capacity as a body corporate established for charitable purpose only) being trusts conducive to the promotion of its objects;
- (h) To borrow or raise money for the purposes of the Association;
- (i) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may from time to time be determined by the Association, subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time be imposed or required by law and subject also as hereinafter provided and to deposit any of the Association's moneys in any bank or building society;
- (j) 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 Association or calculated to further its objects;
- (k) To insure the members of its National Executive Council against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- (l) To do all such other lawful things as are incidental or conducive to the attainment of the above objects and which may lawfully be done by a body established for charitable purposes only.

Provided that:-

- (i) In case the Association shall take or hold any property subject to specific trusts the Association shall only deal with or invest the same in accordance with the

provisions of the instrument (if any) regulating such trusts and as the law may allow.

- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governing Body of the Association (hereinafter and in the Articles of Association of the Association known as "the National Executive Council") shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglect and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such National Executive Council, have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such National Executive Council but they shall as regards any such property be subject jointly and severally to such control or authority as if the Association were not incorporated.
4. The income and property of the Association shall be applied solely towards the promotion of its objects 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 by way of profit, to members of the Association and (except as otherwise hereunder expressly provided) no member of the National Executive Council of the Association shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association Provided That nothing herein shall prevent any payment in good faith by the Association:
- a. In accordance with and subject to the provisions of the Articles of Association, to any member of the Association or of its National Executive Council:
 - (i) of usual professional charges and fees as a doctor or nurse undertaking clinical work, or
 - (ii) reasonable remuneration as a part-time worker paid on a sessional basis to assist any such doctor or nurse at clinic sessions for the Association;
 - b. Of reasonable and proper remuneration (including pensions contributory pension payments and terminal grants or gratuities) to any member, officer or servant of the Association (not being a member of its National Executive Council) for any services rendered to the Association;

- c. Of interest on money lent by any member of the Association or of its National Executive Council at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;
- d. Of reasonable and proper rent for premises demised or let by any member of the Association or of its National Executive Council;
- e. Of fees, remuneration or other benefit in money or money's worth to a company of which a member of the National Executive Council of the Association may be a member holding not more than 1/100th part of the capital of that company; and
- f. To any member of its National Executive Council of out-of-pocket expenses.

And Provided Also That nothing herein shall prevent the receipt by any member of its National Executive Council of any payment of money under an insurance policy as mentioned in clause 3(k).

- 5. No addition, alteration or amendment shall be made to or in the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and given the consent of the Charity Commissioners in writing.
- 6. The liability of the members is limited.
- 7. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.
- 8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having exclusively charitable objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE FAMILY PLANNING ASSOCIATION
(Adopted by Special Resolution passed on 26th March 1991)

GENERAL

1. In these Regulations the words in the first column of the Table in this Article shall bear the meanings set opposite them in the second column, if not inconsistent with the subject or context:-

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1985 (as amended)
These regulations	These Articles of Association, and the regulations and rules of the Association from time to time in force
The Association	The above-named Company
The N.E.C.	The National Executive Council (the council of management) for the time being of the Association consisting of Members of the N.E.C in three categories of membership
The Office	The registered office of the Association
Representative	A member of the Association elected to represent England (four), Northern Ireland, Scotland and Wales (one each)
The Chair	The Chairwoman or Chairman for the time being of the Association
The Secretary	The Director for the time being of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month

In writing Written, printed or lithographed, or partly one or partly another, and other modes of representing or reproducing words in a visible form.

Any words importing the singular number only shall include the plural number, and vice versa;

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these regulations become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these regulations.

2. The number of members with which the Association shall be registered is unlimited.
3. The provisions of Sections 191(7), 352 and 353 of the Act shall be observed by the Association, and voting membership of the Association shall subject thereto be governed by the provisions of Article 9 and 10.
4. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERS

5. Members at the date of adoption of these Articles and such other persons as the N.E.C. shall admit to membership in accordance with the provisions herein contained shall be members of the Association.
6. The Secretary may recommend to the N.E.C. or a sub-committee thereof formed for the purpose, persons to be considered for membership of the Association. Candidates for membership all of whom shall confirm in writing that they subscribe unequivocally to the primary Objects of the Association as set out in Clause 3(A) (B) and (C) of the Memorandum may or if requested by the Secretary must apply to be nominated and seconded by present members of at least 6 months standing and must have submitted an application form to the secretary. The N.E.C or such sub-committee may by resolution elect such candidate to be members of the Association or may without giving reason refuse to elect any such candidate.
7. A member may resign by notice in writing to the Association or may be removed by resolution of the N.E.C., provided that no voting member shall be removed unless at least fourteen days' written notice of the intention to propose such a resolution has been given to every member of the whole N.E.C. and to such voting member who shall have the opportunity to challenge the resolution before the N.E.C. at the meeting at which it should be proposed.
8. There shall be the following classes of voting members of the Association:-

- (A) Ordinary Members: herein "members of the Association" which expression shall where the context admits include Honorary Life Members;
- (B) Honorary Life Members: will be recommended as such to the Association by the N.E.C. and approved in General Meeting. They will be entitled to notice of General Meeting's if present within the United Kingdom and be entitled to attend, speak and vote at such meetings. No subscription shall be payable by Honorary Life Members;
- (C) Corporate Members: a company or institution which may appoint a representative as provided in Article 10.
9. Every person appointed or otherwise becoming a member of the Association other than those referred to in Article 10 shall submit to the Secretary an application for admission as a member and after signing such application and upon approval by the N.E.C. shall have her name and address entered on the Register of Members to be maintained at the Office.
10. Every Corporate Member whose duly authorised officer shall have signed an application for admission as a Corporate Member on its behalf shall be entitled to nominate and appoint a representative and her deputy to vote on its behalf by postal vote where applicable and at any General Meeting of the Association as if such representative or her deputy were herself an Ordinary Member PROVIDED THAT each representative's or her deputy's name shall have been notified to the Secretary in writing with any postal vote and in advance of any General Meeting.

PRESIDENT

11. The N.E.C. shall as and when appropriate appoint a President or Joint Presidents for a period not exceeding five years who shall be entitled to receive notices of and to attend ex officio at all meetings of the N.E.C. and at all General Meetings of the Association but not to vote thereat and subject as aforesaid the provisions contained in these Articles shall not apply to the President or as the case may be Joint Presidents.

HONORARY OFFICERS

12. (A) The N.E.C. shall as hereinafter provided in Article 35(A) elect the Chair, the Deputy Chair and the Honorary Treasurer. The Chair and Deputy Chair shall be elected for a period of not more than three years and shall be eligible for re-election for a further term only of not more than three years subject to the provisions of Articles 13, 14 and 34(A) hereof. The Honorary Treasurer shall be elected for a period of three years and shall be eligible for re-election for one further term only of not more than three years subject as aforesaid, unless the N.E.C. in the exercise of its discretion shall elect her for any one further (third) period of not more than three years thereafter.

(B) Any person appointed to fill a casual vacancy among the Honorary Officers under the provisions of Article 36 shall hold office until the next Annual General Meeting and upon her retirement at the end of such period of office she shall be eligible for election subject to the provisions of Articles 12(A), 13, 14 and 36.

(C) A new initial period of 3 years shall commence if a voting member changes membership category or is elected to a position as an Honorary Officer.

13. Subject to the provisions of Articles 12, 14 and 39(D)(ii) the Deputy Chair may be re-elected or continue as a Member of the N.E.C. after she shall have served as Deputy Chair for a continuous period of six years if appointed to fill a casual vacancy as Chair by the N.E.C. under Article 36, in which event such Honorary Officer may act and be elected or as the case may be re-elected to act for a total period of eight years on the N.E.C. or for a period terminating before during or after the third Annual General Meeting following such appointment whichever period shall be the longer.
14. Every Member of the N.E.C. shall be eligible for re-appointment or re-election as a voting Member of the N.E.C. after the shorter of a period of twenty-four months or such period as may elapse between the first and third of any three consecutive Annual General Meetings during which she has not been a Member of the N.E.C..

GENERAL MEETINGS

15. The Association 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 N.E.C. 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.
16. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.
17. The Chair may whenever she think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
18. Twenty-one days' 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, and in the case of special business the general nature of that business, shall be given as provided in Articles 63, 64 and 65 to such persons (including the Auditors) as are in these regulations or under the Act entitled to receive such notices from the Association; 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 such 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 any business transacted 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 N.E.C. and of the Auditors, the election of such Members of the N.E.C. as may be elected by members of the Association in General Meeting 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 fifteen 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 time or place as the Chair or failing her a Deputy Chair or, failing her, the Secretary 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 Chair (if any) of the N.E.C. shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting she 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 the Deputy Chair or some other voting Member of the N.E.C. or if no Deputy Chair or such other Member be present, or if all the voting Members of the N.E.C. present decline to take the chair, they shall choose some member of the Association who shall be present and willing to preside.
24. The Chair may, with the consent of any General 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 PROVIDED THAT the members shall not be entitled to any such notice of an adjournment of less than 30 days, or of the business to be transacted thereat.
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 a show of hands, demanded by the Chair or by at least five members present in person and unless a poll be so demanded a declaration by the Chair 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 Association 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, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair 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 Chair of a meeting, or on any question of adjournment.
28. In the case of equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

The demand for 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 herein otherwise 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 every subscription and other sum (if any) which shall be due and payable to the Association in respect of her or its membership, shall be entitled to vote personally on any question at any General Meeting.
32. On a poll votes shall be given personally. A Corporate Member may vote by its duly authorised representative or her deputy as provided by Article 10 and Section 375 of the Act.

NATIONAL EXECUTIVE COUNCIL

33. Until otherwise determined by a General Meeting or by the N.E.C., membership of the N.E.C. shall consist of Members each of whom shall have one vote on the N.E.C. (hereinafter "voting Members") in three categories namely (1) four National Members, (2) seven Representatives and (3) up to four co-opted Members: in addition the Secretary and the heads of departments at National office of the Association shall be entitled to receive notices of N.E.C. meetings and unless otherwise decided by the voting Members of the N.E.C. in respect of the whole or any part of any such meeting to attend thereat.
34. (A) The first National Members of the N.E.C. on the adoption of these Articles shall be the four Serving Honorary Officers namely the Chair Mrs. Dilys Cossey, Deputy Chairs Mr. William Ashworth and Dr. Audrey Leathard and the Honorary Treasurer Mr. John Raywood provided that if and where applicable previous years

of service on the N.E.C. shall be disregarded so as to render these named herein eligible for re-election otherwise according to these regulations.

- (B) Save as provided in Article 34(A) no voting Member of the N.E.C. (other than the Honorary Treasurer) may be re-elected a Member of the N.E.C. in the same category of membership after she has held office in any one category of membership for a consecutive period of six years or as the case may be a consecutive period commencing with her appointment by the N.E.C. to fill a casual vacancy as provided in Article 36 followed by two consecutive terms of office of three years each.
35. (A) Upon the cessation in office of an Honorary Officer by rotation, retirement or otherwise the N.E.C. shall elect her successor by majority vote from within their number or by co-option, whether for one or more than one candidate for the vacant office subject always to the provisions of Articles 12, 13 and 14, and of Article 36 regarding the filling of casual vacancies.
- (B) Four National Members shall be elected. If there be more candidates nominated than vacancies the four National Members shall be elected by majority vote of the members of the Association voting by postal ballot and the Association in General Meeting shall declare such nominated or as the case may be elected National Members to be Members of the N.E.C. subject to the provisions of Articles 12, 13 and 14.
- (C) Representatives
- (i) four Representatives of England shall be nominated or if there be more than four candidates elected by majority vote of the members of the Association normally resident in England and the Association in General Meeting shall declare such four nominated or elected Representatives to be Members of the N.E.C. subject to the provisions of Articles 12, 13 and 14.
 - (ii) one Representative each of Northern Ireland, Scotland and Wales shall be nominated or, in case there shall be more than one candidate for any such office, elected by majority vote of the members of the Association normally resident therein respectively and the Association in General Meeting shall declare such nominated or elected Representatives to be Members of the N.E.C. subject to the provisions of Articles 12, 13 and 14.
- (D) Up to four co-opted Members being willing to serve may be selected by the eleven duly elected N.E.C. Members either from within the Association or from outside. If not already a member a co-optee shall become a member as provided in Article 9 on selection to serve on the N.E.C.
36. The N.E.C. may from time to time and at any time appoint any member of the Association as a voting Member of the N.E.C., to fill a casual voting vacancy or by way of addition as a non-voting Member to the N.E.C. provided that the appointee to fill a casual voting vacancy shall be appointed only to an appropriate category as

provided by Articles 12 and 33 and that the prescribed maximum for each category be not exceeded. Any Member so appointed shall retain her office only until the next Annual General Meeting, but she shall then be eligible for election.

37. The voting Members for the time being of the N.E.C. shall be the Directors of the Association for the purposes of the Act.
38. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a voting Member of the N.E.C.

ROTATION OF MEMBERS OF THE N.E.C.

39. (A) In its absolute discretion the N.E.C. may vary any or all of the provisions of this Article 39 as regards those voting Members of the N.E.C. who shall retire by rotation annually, bi-annually or tri-annually and how and when such Members of the N.E.C. shall be required, directed or selected to retire by rotation and as to their possible eligibility for re-election to the N.E.C. in any or any particular category. Unless and until the N.E.C. shall exercise its powers hereunder, the provisions contained in this Article (B), (C), (D) and (E) shall apply.

(B) Subject to the provisions of Articles 34(B), and 39(D) and (E)

- (i) At the Annual General Meeting of the Association in 1992 the four Representatives for England shall retire from office and shall be eligible for re-election for a period not exceeding three years;
- (ii) At the Annual General Meeting in 1993 the Representatives for Northern Ireland, Scotland and Wales and the four National Members shall retire from office and may be eligible for re-election for a period not exceeding three years;
- (iii) Thereafter at every second or third Annual General Meeting as the case may be, those voting Members of the N.E.C. specified in Article 39(B)(i) or (ii) shall retire. The names of the Members to retire being determined by length of service but as between persons who became voting Members of the N.E.C. on the same day those to retire (unless they otherwise agree amongst themselves) shall be determined by lot.

(C) A retiring voting Member of the N.E.C. shall be eligible for re-election only as expressly herein provided.

(D) A voting Member of the N.E.C. retiring by rotation

- (i) May if serving on the N.E.C. in a category eligible for re-election by the Association in General Meeting and not for any reason disqualified offer herself for re-election and shall 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 voting Member of the N.E.C. shall have been put to the Meeting and lost;

- (ii) If not eligible for re-election by reason of the provisions of Article 34(B) and not for any other reason disqualified may offer herself for re-election and may be elected in another category of membership.

- (E) If the members in General Meeting shall for special reasons so recommend a person may be elected (as herein provided) a Member of the N.E.C. at any age provided that a Member of the N.E.C may not continue in office after attaining and shall be required to retire upon attaining the age of seventy. If however her appointment for election or continuance as such a Member is approved by the N.E.C. and special notice with details of the special reasons for the recommendation has been given and such notice has stated the age of the person to whom it applies she may continue PROVIDED ALWAYS that nothing herein shall require a Member of the N.E.C. who attains the age of seventy during her year of office as such Member to retire before the next Annual General Meeting or require her to be accorded approval for the continuance of such year of office.

POWERS OF THE NATIONAL EXECUTIVE COUNCIL

- 40. The business of the Association shall be managed by the N.E.C. who may pay all such reasonable and necessary expenses of and to maintain the registration of the Association under the Act and as a Charity as they think fit. The N.E.C. may exercise all such powers of the Association including (but not by way of limitation) the prescription of the rights, privileges and powers (if any) of the respective classes of members set out in Article 8 in respect of the Association its affairs and assets and the amount (if any) of any subscription payable in respect of any such class of membership, and do on behalf of the Association all such acts as may be exercised and done by the Association in General Meeting. The N.E.C. shall be subject nevertheless to any of these regulations, to the provisions of the Statutes for the time being in force and affecting the Association, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meeting, PROVIDED THAT no regulation made by the Association in General Meeting shall invalidate any prior act of the N.E.C. which would have been valid if such regulation had not been made.
- 41. Without prejudice to other powers given by these regulations the N.E.C. may exercise all the powers of the Association to borrow money and to mortgage or charge and to develop its undertaking and property, or any part thereof, to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party and to provide a pension or other welfare scheme for the benefit of members of the Staff of the Association.

DISQUALIFICATION OF VOTING MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL

- 42. The office of a voting Member of the N.E.C. shall be vacated:-

- (A) If she becomes bankrupt or suspends payment to or compounds
- (B) If she becomes of unsound mind;
- (C) If she ceases to be a member of the Association;
- (D) If by notice in writing to the Association she resigns her office;
- (E) If she ceases to hold office by reason of any order made under Sections 295-300 of the Act;
- (F) If she is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act;
- (G) If she absents herself from three consecutive meetings of the N.E.C. without prior leave of absence from the N.E.C., the Chair or the Secretary;
- (H) If she holds any office of profit under the Association;
- (I) If she is directly or indirectly interested in any contract with the Association and fails to declare the nature of her interest as required by Section 317 of the Act.

PROCEEDINGS OF THE NATIONAL EXECUTIVE COUNCIL

- 43. The N.E.C. shall meet at least twice in every year for the dispatch of business, and may convene, adjourn and otherwise regulate its proceedings by standing order or otherwise as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, seven voting Members shall be a quorum.
- 44. If within half an hour of the time appointed for the holding of any meeting a quorum is not present the meeting shall stand adjourned to a day not less than seven nor more than fourteen days thereafter notified to all Members of the N.E.C. and if then within half an hour of the time appointed for holding the adjourned meeting a quorum shall not be present, the Members then present shall be a quorum. No business shall be transacted unless a quorum is present when the meeting proceeds to business.
- 45. The voting Members for the time being of the N.E.C. may act notwithstanding any vacancy in their body; provided always that in case the voting Members of the N.E.C. shall at any time be reduced in number to less than the minimum number prescribed by Article 43 or in accordance with these regulations for a quorum of the N.E.C., it shall be lawful for them to act as the N.E.C. for the purpose of filling vacancies in their body, or of summoning a General Meeting but not for any other purpose.
- 46. The Chair of the N.E.C. may, and on the request in writing of no fewer than five of Members of the N.E.C. the Secretary shall, at any time, summon a meeting of the N.E.C. by notice served upon the Members of the N.E.C. A Member of the N.E.C. who is absent from the United Kingdom shall not be entitled to notice of a meeting.

47. The Chair of the N.E.C. elected in accordance with the provisions of Article 35(A) shall be entitled to preside at all meetings of the N.E.C. at which she shall be present, but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meetings and willing to preside, the Deputy Chair shall if willing preside or failing her the Members of the N.E.C. present shall choose one of their number to Chair the meeting in accordance with Article 23.
48. The Chair of the N.E.C. for the time being during her period of office shall ipso facto be Chair of the Association.
49. A meeting of the N.E.C. at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations for the time being vested in the N.E.C. generally.
50. The N.E.C. may delegate any of their powers to committees consisting of such Members of the N.E.C. 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 N.E.C. The meetings and proceedings of any such committee shall be governed by these regulations applicable to the meetings and proceedings of the N.E.C. so far as the same shall not be superseded by any regulations made by the N.E.C. provided that all acts and proceedings of any such committee shall be fully and promptly reported back to the Secretary for the information of the N.E.C.
51. All acts bona fide done by any meeting of the N.E.C. or of any committee of the N.E.C., shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Member or purported Member thereof, or that she, 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 N.E.C. in any relevant category.
52. The N.E.C. shall cause proper minutes to be made of all appointments or elections of Honorary Officers or Secretary made by the N.E.C. and of the proceedings of all meetings of the Association and of the N.E.C. and of committees of the N.E.C. and all business transacted at such meetings and any such minutes of any meeting if purportedly signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be sufficient evidence thereof without any further proof of the facts therein stated.
53. The Chair at any meeting of the N.E.C. shall determine whether any matter shall be put to the vote of the meeting. In the event of a matter being so put to the vote each Member present and entitled to vote shall have one vote, the matter shall be decided by a majority of votes and in the event of an equality of votes the Chair shall have a second or casting vote.
54. A resolution in writing proposed by the Chair and by at least two of the other Honorary Officers and supported orally or in writing by all the voting Members for the time being of the N.E.C. or of any committee of the N.E.C. who are entitled to receive

notice of a meeting of the N.E.C. or of such committee shall be as valid and effectual as if it had been passed at a meeting of the N.E.C. or, as the case may be, of such committee duly convened and constituted.

ACCOUNTS

55. The N.E.C. shall cause proper books of account and records to be kept with respect to:

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Provided always that proper books of account and records shall not be deemed to be kept if there are not kept such books of account and records as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

56. The books of account and records shall be kept at the Office, or, at such other place or places as the N.E.C. shall think fit, and shall always be open to the inspection of the Members of the N.E.C.

57. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the books of account and records of the Association or any of them, and subject to such conditions and regulations the books of account and records of the Association shall be open to the inspection of members at all reasonable times during business hours.

58. At the Annual General Meeting in every year the N.E.C. shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine 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 N.E.C. and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirement 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 Sections 240 and 246 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 to inspection before and be read at the Meeting.

59. Once at least in every year the accounts and records of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

60. Auditors shall be appointed and their duties regulated in accordance with Sections 384 - 390 of the Act.

SECRETARY

61. (A) The Secretary shall be appointed by the N.E.C. for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283(1) to (3) and 284 of the Act shall apply and be observed. The N.E.C. 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 provided that no voting Member of the N.E.C. shall be appointed as the Secretary or deputy Secretary of the Association.
- (B) Unless the N.E.C. shall otherwise resolve the Director of the Association for the time being (not being a voting Member of the N.E.C.) shall be the Secretary as provided in Article 61(A).

INDEMNITY

62. Subject to the provisions of the Act, Clause 4 of the Memorandum of Association and these Articles, every member of the N.E.C. and any co-opted member of a committee or sub-committee thereof, the Auditor and the Secretary shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by her in the execution and discharge of her duties or in relation thereto.

THE SEAL

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

NOTICE

64. Service of all notices by the Association on any member shall be deemed to be sufficient if given personally at or posted by 1st class mail to the last known address of the member or sent by fax or telex or modem and if posted shall be deemed served when in the ordinary course of post it would have been delivered or if sent by fax or telex or modem shall be deemed served when sent.
65. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon her, shall be entitled to have

notices served upon her at such latter address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notice from the Association.

DESTRUCTION OF DOCUMENTS

66. The Association shall be entitled to destroy all relevant membership records at any time after the expiration of two years from the date a member ceases to be a member of the Association as provided in Article 7 and it shall conclusively be presumed in favour of the Association that every entry in the register of members purportedly made on the basis of an instrument of record or other document so destroyed was valid and effective. Provided always that:-
- (A) The provision aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
 - (B) Nothing herein contained shall be construed as imposing upon the Association any liability in respect of the destruction in good faith of any such document as aforesaid earlier than hereinbefore provided or in any other circumstances which would render to the Association vulnerable to criticism in the absence of this Article;
 - (C) References herein to the destruction of any document include references to the disposal thereof in any manner.

DISSOLUTION

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