

*Subject to the provisions of the Companies Act 1985*  
*in accordance with the provisions of the Companies Act 1985*  
*13.12.94.*

**The Companies Act 1985**

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

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**ARTICLES OF ASSOCIATION**

**OF**

**WALLCOVERING MANUFACTURERS ASSOCIATION  
OF GREAT BRITAIN LIMITED**

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**INTERPRETATION**

1. In these Articles the words following shall bear the meanings set opposite to them respectively if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Accountant	A firm of Accountants being a member of a body established in the United Kingdom and recognised by the Board of Trade under the Statutes such Accountant to be appointed by the Council.
The Act	The Companies Act, 1985.
The Council	The duly elected Governing Body of the Association.
The Director	The principal Executive Officer.
Group or Group of Companies	Shall mean a group of Companies as defined by Section 272 of the Income Tax and Corporation Taxes Act 1970 of which a corporate Member is a member.
The Honorary Officers	The President, Vice-President or Vice-Presidents.
The Industry	The wallcovering manufacturing industry and all activities connected with the production of wallcoverings and ancillary products.
Manufacturer	A manufacturer or a manufacturing group or a manufacturing division of a corporation or a firm or a holding company one or more of whose subsidiaries are manufacturers in the United Kingdom engaged in the

*The Companies Acts 1985*

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The Industry	The wallcovering manufacturing industry and all activities connected with the production of wallcoverings and ancillary products.
Manufacturer	A manufacturer or a manufacturing group or a manufacturing division of a corporation or a firm or a holding company one or more of whose subsidiaries are manufacturers in the United Kingdom engaged in the

Industry whose employees are substantially engaged in actual production, and in administrative work, scientific research, technical development, distribution and sale of all or any products of the Industry.

Member	An Ordinary Member or a Participating Member as the context may require.
The Office	The Registered Office for the time being of the Association.
Ordinary Member	British Coatings Federation Limited so long as it shall be the Single Member for the purposes of the Act and/or the Participating Members upon their conversion to ordinary membership pursuant to Article 6.
Participating Member	Includes any manufacturer duly elected by the Council whose appropriate subscription has been paid at the proper time to the Association and who complies with the rules, regulations and requirements of the Association or its duly elected Council, and any individual Member or firm or any partner director or executive officer of any individual firm or corporate Member appointed by him or it to serve on the Council or on any standing or special committee or panel of the Association.
The Seal	The Common Seal of the Association.
The Secretary	Any person duly authorised and appointed to perform the duties of Secretary of the Association.
Subsidiary Company	Shall have the meaning ascribed to it by Section 736 of the Act.
The Statutes	The Act and every other Act for the time being in force concerning companies and affecting the Association.
Year	The Association year from the 1st day of January to the next following 31st day of December inclusive.

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

2. Subject to the last preceding Article any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings as these preser ..

#### **MEMBERS, QUALIFICATION OF MEMBERS AND ADMISSION OF MEMBERS**

3(A) The Association shall with effect from the date of the adoption of these Articles have the following classes of members:-

- (i) an Ordinary Member or Ordinary Members (as the case may be) for the purposes of the Act;

(ii) the Participating Members.

**PROVIDED ALWAYS that:-**

- (a) no Ordinary Member may be admitted to the Association other than British Coatings Federation Limited and the Participating Members following the giving of a notice pursuant to Article 6 hereof;
- (b) not more than one Manufacturer from the same Group may become a Participating Member without the consent of the Council and then only upon such terms as the Council may impose;
- (c) for the avoidance of doubt the Participating Members shall not be Members for the purposes of the Act and shall not be entitled to attend or vote at any General Meeting held or convened by British Coatings Federation Limited under the Act unless and until the giving of a notice pursuant to Article 6.

(iii) Associate Members.

- (B) The first Participating Members of the Association shall be those who were members of the Association at the date of the adoption of these Articles.
- (C) The Council may admit to associate membership any company or firm which, in the opinion of the Council, it is desirable to admit to associate membership and such Associate Member shall be subject to such terms and conditions and such rights and privileges as may from time to time be determined by the Council.
- (D) Every person desirous of being admitted to membership of the Association must, unless in these presents otherwise provided, sign and deliver to the Association an application for admission framed in such terms and embodying such conditions as the Council may at its absolute discretion from time to time think fit, and must at the same time, unless the applicant is the successor in business of a Member, deliver to the Association a notice in writing of his candidature signed by two Members and framed in such form and embodying such conditions as the Council may from time to time require. No person shall be admitted to membership until he shall have been elected by a resolution of the Council.

**SUBSCRIPTIONS, REGISTRATION FEES, ETC.**

- 4(i) Participating Members shall pay such entrance fee (if any) and annual subscriptions as may from time to time be fixed by the Council, subject as in these presents provided, based on the turnover of wallcoverings as disclosed to the Accountant sold in the twelve months ended on the previous 30th day of June by each such Participating Member which shall include the turnover sold by the Subsidiaries of such Participating Member engaged in the Industry or calculated on such other basis as may be decided by the Council from time to time.
- (ii) The subscription of any Participating Member for any year determined as aforesaid, shall be binding on the Participating Member and shall not be impeachable by him on any ground whatsoever.

- (iii) A Participating Member shall, on the request of the Council, furnish the Accountant with such information as the Accountant may reasonably require in connection with the fixing of the Participating Member's subscription for any year including its Subsidiaries as aforesaid, in respect of the twelve months to the previous 30th June. If a Participating Member shall fail to comply with any such request, or should any difficulty arise in respect thereof, the Council may fix the subscription at such amount as it shall consider appropriate.
- (iv) The entrance fee (if any) and the first subscription shall be due and payable on admission to membership. Subsequent subscriptions shall until otherwise determined by the Council be due and payable on the 1st day of January in each year, or as soon thereafter as the Accountant shall have notified the Participating Member as to the amount of his subscription for the then current year.
- (v) The subscription payable by a Participating Member elected during the year shall be such a sum as the Council shall consider appropriate having regard to the period of the year unexpired at the date of the election.
- (vi) Any Participating Member becoming a Participating Member in consequence of such person being a successor in business to a Participating Member shall not be liable to pay any entrance fee or annual subscription for the year in which he is elected, if the Participating Member whose successor in business he is ceased to be a Participating Member during that year and has paid the annual subscription for such year.

#### **LEVIES**

- 5(i) The Council may from time to time make a levy on Participating Members to meet any deficit or estimated deficit in the revenue of the Association for any year as compared with its expenditure or estimated expenditure for such year, or to meet or provide for any special outgoing.
- (ii) A levy upon a Participating Member shall be computed in relation to the subscription payable for the then current year by the Participating Member, and shall bear (as nearly as may be) the same ratio to the total levy upon all the Participating Members as the Participating Member's subscription bears to the total of subscriptions, or otherwise as the Council shall consider equitable.
- (iii) Provided always that the aggregate of the levies made upon any Participating Member in any one year shall not exceed the amount of the Participating Member's subscription for that year, or, if he shall have become a Participating Member during that year, his subscription for that part of a year of which he is a Participating Member.
- (iv) A levy shall be due and payable within thirty days after the passing by the Council of the resolution sanctioning the same.

#### **RIGHTS OF PARTICIPATING MEMBERS**

- 6(i) The Participating Members may at any time convert their membership of the Association to ordinary membership by notice in writing given to the Association signed by the Requisite Majority and the Association shall upon receipt of such notice immediately admit all the then Participating Members as Ordinary Members of the Association.

- (ii) For the purpose of this Article the "Requisite Majority" shall mean Participating Members who together have contributed not less than three fourths of the aggregate of the annual subscriptions paid or payable by the Participating Members to the Association in the Year in which such notice is given.

### DISQUALIFICATION AND EXCLUSION OF MEMBERS

7. Every Participating Member shall *ipso facto* cease to be a Participating Member as from the date of the happening of any one of the following events:-

- (A) If being an individual he dies or becomes lunatic or of unsound mind;
- (B) If his subscription for any year or any levy shall have been in arrears for three months after the same shall have become due and the Council shall declare him to be no longer a Participating Member.
- (C) If he or his company or firm shall suspend payment of his or their debts or become bankrupt or if a receiving order shall be made against him or them or (being a corporation) an order or an effective resolution to wind up shall be made or passed, not being a winding up solely for the purposes of amalgamation or reconstruction.
- (D) If he shall be expelled in accordance with these presents.
- (E) If he shall resign by giving notice in writing to the Secretary in any year on or before the 1st day of October in that year resigning his membership. Such resignation shall date from the 31st December in that year.
- (F) If, in the opinion of the Council, he shall have ceased to be engaged or interested in the Industry and the Council do resolve that he cease to be a Participating Member.

- 8(i) If any Participating Member:-

- (A) Shall have been guilty of any criminal offence (not being an offence under the Road Traffic Acts) or of any conduct which in the opinion of the Council is derogatory to his character or reputation as a man of business; or
- (B) shall fail to observe any of his obligations as a Participating Member; or
- (C) shall fail in the observance of any effective decision, rule, regulation or byelaw duly made by the Council or generally shall do any act which in the opinion of the Council renders it undesirable in the interests of the Association that he should remain a Participating Member;

the Council may cause the conduct of such Participating Member to be investigated in such manner as shall be just and following such investigation (which the Council may delegate to any committee or tribunal appointed by the Council) the Council may if they find the complaint made out resolve that such Participating Member be expelled from the Association and thereupon he shall cease to be a Participating Member.

- (ii) Provided that a resolution of the Council expelling a Participating Member under sub-clause (i) of this Article (A) shall only be competent at a Special Council Meeting of which

not less than twenty-one days' notice specifying the intention to propose such resolution shall have been sent to all the members of the Council, and at which not less than three-fourths of the members of the Council, exclusive of the Participating Member (or person deriving his qualification from such Participating Member) whose expulsion is in question (if he happens to be a member of the Council) shall be present, and (B) shall only be effectively passed if two-thirds or more of the members of the Council present vote in favour of the resolution.

9. A Participating Member shall be and continue responsible for all annual subscriptions and levies and the observance and performance of his other obligations as a Participating Member until he do cease to be a Participating Member pursuant to these presents. On ceasing to be a Participating Member he shall forfeit all claim to his entrance fee and subscription or levy or any part thereof, but shall remain responsible for any subscription or levy in arrear at the date of his ceasing to be a Participating Member.
10. The Council may re-admit to membership any Participating Member ceasing to be such upon such terms (including if the Council see fit the payment to the Association of such sum as the Council may prescribe) as the Council shall see fit to impose as a condition of re-admission.

#### **GENERAL MEETINGS**

- 11(i) 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 Council and shall specify the meeting as such in the notices calling it.
- (ii) The annual general meeting shall be held for the following purposes:
  - (a) to receive from the Council a statement of account;
  - (b) to receive from the Council a report of the activities of the Association since the previous annual general meeting;
  - (c) to elect members of the Council in the place of those retiring;
  - (d) to appoint the Association's auditors; and
  - (e) to transact such other business as may be brought before it.
- (iii) All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- (iv) The Secretary shall, on an order of the Council or at the written request of not less than one tenth of the Ordinary Members, convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman who shall authorise the holding of an extraordinary general meeting within 28 days of the receipt of such order or request.
- (v) There shall be given at least 21 days' notice in writing of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution and 14 days' notice in writing of every other extraordinary general meeting (exclusive in every case

both of the day on which such notice 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 the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association.

- (vii) 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 proceedings had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 12(i) All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Association's auditors, the election of the Council in the place of those retiring, and the appointment of the auditors and the fixing of their remuneration shall be deemed special business.
- (ii) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. So long as British Coatings Federation Limited shall be the sole member of the Association a duly authorised representative of British Coatings Federation Limited present in person shall constitute a quorum. Save as aforesaid and as herein otherwise provided three Ordinary Members present in person shall be a quorum.
- (iii) 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 the Ordinary 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 Ordinary Members present shall be a quorum.
- (iv) The President shall preside as chairman at every general meeting, but if the President shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Ordinary Members present shall choose some other member of Council to preside or if no member of Council be present, or if all the Members of Council present decline to take the chair, the Ordinary Members shall choose some Ordinary Member who is present to preside.
- (v) The chairman of the meeting may, with the consent of any meeting of the Ordinary Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and 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 such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Ordinary Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- (vi) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by Ordinary Members present in person and entitled to vote and, unless a



poll is, before or upon the declaration of result by the show of hands, demanded by the chairman of the meeting or by at least a third of the Ordinary Members present in person, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or 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 member or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- (vii) Subject to the provisions of sub-paragraph (viii) of this Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- (viii) No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- (ix) 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**

- 13(i) Every Ordinary Member shall be entitled to attend general meetings and cast one vote.
- (ii) Only those present at a meeting may vote. No proxy votes are admissible, although proxy opinions are welcome.
- (iii) At any meeting votes may only be cast by Ordinary Members.
- (iv) The chairman of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

#### **COUNCIL**

- 14. The Council shall be the governing body of the Association and shall consist of not less than 2 members.

The following persons shall be qualified to be appointed to serve as members of the Council:-

- (A) a Partner of a Participating Member being a firm.
  - (B) a director or a senior executive of a Participating Member being a Corporation.
- 15. Each Participating Member shall be entitled to appoint a representative being a qualified person as a member of the Council by notice in writing given by the Participating Member to the Association and to remove such representative by notice in writing to the Association PROVIDED ALWAYS that unless the Council shall otherwise resolve:-
    - (a) not more than one representative from any member or Group shall be appointed as a member of the Council;

- (b) representatives of a Participating Member besides the member of Council appointed by such Participating Member may attend meetings of the Council but may not vote.
- 16(i) The office of member of the Council shall be vacated if such member:-
- (A) becomes bankrupt or suspends payment or compounds with his creditors, or
  - (B) becomes prohibited from being a member of the Council by reason of any order made under the Act, or
  - (C) is found lunatic or becomes of unsound mind, or
  - (D) resigned his office by notice in writing to the Association, or
  - (E) ceases to be a qualified person.
- (ii) If a member of the Council is a qualified person under (A) or (B) of Article 14 then in the event of bankruptcy (or in the case of a Company its going into liquidation save for the purposes of amalgamation or reconstruction), suspension of payment or compounding with creditors of or by his firm or company being a Participating Member he shall, if the Council so resolve, within two months of the bankruptcy, liquidation, suspension of payment or compounding of creditors (as the case may be) coming to their knowledge, vacate his office as member of the Council.
17. If a member of the Council shall absent himself from a meeting of the Council during a continuous period of six months without leave of absence of the Council, it shall be competent for the Council to give him notice that objection is taken to his absence and if such member shall absent himself from meetings of the Council held within the three months next following such notice the Council may pass a resolution that he has by reason of such absence vacated office, and he shall upon such resolution being passed *ipso facto* vacate office as a member of the Council.

### POWERS OF COUNCIL

18. The Council may exercise all such powers of the Association as are not by the Statutes required to be exercised by the Association in General Meeting
19. The Council may from time to time make byelaws for the conduct of the business of the Association, voting by proxy thereat, postal voting, the election of the Council, conduct of meetings of the Council, the appointment, constitution and conduct of meetings of committees of the Council, or any other matters affecting the affairs of the Association or the rights or duties of Participating Members, and may alter and rescind any byelaws so made.
20. The Council may borrow or raise from time to time for the purposes of the Association or secure the payment of such sum as they think fit and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Association by the issue of debentures or debenture stock (whether at par or at a discount or premium) or otherwise as they may think fit. Debentures or debenture stock may be

issued upon such terms and conditions and may confer upon the holders thereof such lawful rights and privileges as the Council shall think fit and may be collaterally secured by a Trust Deed or other security: Provided nevertheless that the borrowing powers contained in this Article shall be subject to the provisions of Clause 3(20) of the Memorandum of Association of the Association as qualified by the Proviso to such Clause.

21. The Council shall have power to appoint and pay on such terms as may be agreed a Director who shall be responsible to the Council for the day-to-day administration of the Association and in whom may be vested such duties and powers as may from time to time seem expedient to the Council. The Council shall also have power to appoint and pay on such terms as may be agreed such other officials as may be necessary for the due conduct of the business of the Association. The Director shall be entitled to attend all meetings of the Council but shall not be entitled to vote.

### PROCEEDINGS OF COUNCIL

22. 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 the quorum shall be three. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
23. No member of the Council shall be disqualified by his office from contracting with the Association either as a vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by, or on behalf of the Association in which any member of the Council shall be in any way concerned or interested be avoided, nor shall any member of the Council so contracting or being so concerned or interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such member of the Council holding that office or of the fiduciary relationship thereby established, but it is declared:-
  - (1) That the nature of his interest shall be declared by him at the Meeting of the Council at which the question of entering into the contract or arrangement is first taken into consideration, or if the member of the Council was not at the date of that meeting interested in the proposed contract or arrangement then at the next meeting of the Council held after he became so interested in a contract or arrangement, and in a case where the member of the Council becomes interested in a contract or arrangement after it is made the said declaration shall be made at the first meeting of the Council held after the member of the Council becomes so interested.
  - (2) That no member of the Council shall as a member vote in respect of any contract or arrangement in which he is so interested as aforesaid and, if he does so vote, his vote shall not be counted, provided, however, that his prohibition shall not apply:-
    - (A) in the case of any contract by or on behalf of the Association to give to the members of the Council or any of them any security for advances or by way of indemnity;
    - (B) where there is no quorum of members of Council in office who are not so interested;

- (C) in the case of any contract or arrangement between the Association and any other company where the interest of the member of the Council in the last mentioned company consists solely in his being a director or officer or shareholder of such last-mentioned company;

and that such prohibition may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract or arrangement, by the Association in General Meeting.

For the purposes of this Article a general notice given to the Council by a member of the Council to the effect that he is a member of a specified company or firm and is to be regarded as interest in any contract or arrangement which may after the date of the notice be made with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made, provided that no such notice shall be of effect unless either it is given at a meeting of the Council or the member of the Council takes reasonable steps to secure that it is brought up and read at the next meeting of the Council after it is given. A member of the Council interested as aforesaid shall nevertheless be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting, but, except where there is no quorum of members of the Council in office who are not so interested, shall not be counted for the purpose of ascertaining whether there is a quorum of members of the Council present at the time of such voting.

24. If at any meeting of the Council the Chairman be not present within fifteen minutes of the time for which such meeting is convened, the members of the Council present may appoint some one of their number to be Chairman for such meeting.
25. The continuing members of the Council may not act notwithstanding any vacancy in their body, but if and so long as the number is reduced below the number fixed by or pursuant to the regulations of the Association, as the necessary quorum, the continuing members of the Council may act for the purpose of summoning a General Meeting of the Association, but for no other purpose.
26. The Chairman of the Council may at any time, and on the direction of the Chairman or any two members of the Council the Secretary shall convene a meeting of the Council.
27. All acts done by any meeting of the Council or committee, or by any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members or persons acting as aforesaid, or that they or any of them were not qualified persons, be as valid as if every such person had been duly appointed and was a qualified person.

#### COMMITTEES

28. The Council may refer any of their powers or duties (except the election of Participating Members, or the making of byelaws) to Committees, being Committees of members of the Council, Committees consisting of members of the Council together with persons who are not members of the Council, or Committees consisting solely of persons who are not members of the Council; such Committees shall be of any number of persons as the Council may decide, and the Council may from time to time make, alter and rescind instructions to such Committees as to the exercise of such powers and duties.

29. The Council shall have the right to appoint a Chairman to preside at any meeting of any Committee, but if no such Chairman is appointed a Committee may elect from amongst its members a Chairman of its meetings; if no Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting: Provided, however, that at any meeting of any Committee of the Council at which the President is present, he shall take the chair or, if he be not present but a Vice-President be present, a Vice-President shall take the chair, unless in either case they do not wish to do so.
30. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
31. The quorum necessary for the transaction of business at a meeting of a Committee shall be determined by the Council, and subject thereto by such Committee, and if not so determined shall be two. The continuing members of a Committee, not being less than the necessary quorum, may act notwithstanding any vacancy in their body.
32. A Committee shall have power to co-opt other members from amongst members of the Council and also any other person approved by the Council.
33. A member of the Council vacating office shall *ipso facto* cease to be a member of any Committee. A member of Committee may be removed by resolution of the Council.

#### **EXPENSE OF MEMBERS OF COUNCIL AND COMMITTEES**

34. The Council shall be empowered as its discretion to make arrangements for the repayment to members of the Council and Committees of all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as such members of the Council or Committees, including any expenses incurred in attending meetings of the Council or of Committees of the Council.

#### **SEAL**

35. The Common Seal of the Association 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, or such other person as the Council may appoint for the purpose, and those two members of the Council and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their presence.

#### **APPOINTMENT OF PRESIDENT AND VICE-PRESIDENTS**

- 36(i) In each year the President and the Vice-President or Vice-Presidents shall be elected by the Council from its members by a ballot of the members of the Council, to hold office subject to the provisions of these Articles as from 1st January to the next following 31st December.
- (ii) The Council may make or vary regulations as to the procedure by which the ballot shall be carried out, as to the time and manner in which nominations may be made and all other

matters connected with or incidental to the appointment of the President and/or the Vice Presidents as in the opinion of the Council require regulation and are not expressly provided for in these Articles.

- (iii) The President shall be Chairman of the Council.
  - (iv) A President or Vice-President vacating the office of a member of the Council pursuant to Article 13 shall thereupon cease to be President or Vice-President, as the case may be.
  - (v) A casual vacancy in the office of President or Vice-President may be filled by the appointment thereto by resolution of the Council of one of their number, but the member to the Council so appointed shall hold office only until the next following 31st December and shall then retire from such office, but shall be eligible for re-appointment.
37. An Honorary Treasurer may be appointed and removed by the Council in its discretion. The Honorary Treasurer, if not a member of the Council, shall be entitled to receive notice of, attend and be heard at meetings of the Council, but not to vote thereat.

### SECRETARY

38. The Secretary shall be appointed by the Council.
39. The Council shall cause proper books of account to be kept with respect to:-
- (A) All sums of money received and expenses paid by the Association, and the matter in respect of which the receipt and expenditure takes place;
  - (B) All sales and purchases of goods by the Association; and
  - (C) The assets and liabilities of the Association.
40. The books of account shall be kept at the Office, or at such other place or places as the Council think fit and shall always be open to the inspection of the members of the Council.
- 41(i) The Council shall once at least in every year lay before the Association in General Meeting an income and expenditure account for the period since the preceding account, made up to a date not earlier than the date of the meeting by more than nine months. The Council shall also cause to be made out in every year and to be laid before the Association in General Meeting a balance sheet as at the date to which the income and expenditure account is made up.
- (ii) Every such balance sheet shall give a true and fair view of the state of affairs of the Association as at the date to which the income and expenditure account is made up, and every such income and expenditure account shall give a true and fair view of the income and expenditure of the Association for the period for which it is made up.
42. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association.

## **AUDIT**

43. Once at least in every year the Accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified Auditor or Auditors.
44. An Auditor or Auditors shall be appointed and their duties regulated in accordance with the Statutes and may be the same person or persons as the Accountant.

## **NOTICES**

45. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.
46. 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 him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association: Provided that notwithstanding the foregoing the Association shall be at liberty if it so desires to send notice to any Member described in the Register of Members by an address outside the United Kingdom.
47. 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, if sent by first-class mail, 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 and stamped sufficiently to qualify as first-class mail.

## **WINDING UP**

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Dated the                      day of                      1970

Witness to the above Signatures-