

Company number 1262018

The Companies Act 1985

COMPANY LIMITED BY A GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

C.B.S.O. SOCIETY LIMITED

(As amended by a Special Resolution
dated 27th September 1994)

Incorporated the 7th day of June 1976

Wragge & Co



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

C.B.S.O. Society Limited

1. The name of the Company (hereinafter called "the Association") is "C.B.S.O" Society Limited".
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established shall be to promote maintain or improve musical education and to encourage the arts of music, mime, drama, singing and dancing and in furtherance to the aforesaid objects the Association shall have powers:-
 - (A) To take over as a going concern the undertaking of the City of Birmingham Symphony Orchestra, a Society specially registered under the Friendly Societies Acts, with all or any of its assets and liabilities and for that purpose to enter into and carry into effect with such modifications or alterations as may be agreed an agreement expressed to be made between the Trustees of the said Society of the one part and the Association of the other part, a draft of which has been subscribed for identification by George Siegfried Jonas.
 - (B) To undertake or assist in undertaking the organisation and management of the catering for bodies of musical performers, performances involving the playing of music, lectures in and studies of music, other educational activities connected with music and bodies of students of or persons interested in music in any part of the world.

- (C) To foster education in or the appreciation or practice of music, or the production of musical works, or the invention or improvement of musical instruments or of any means of reproducing music, by financial or other inducements or awards.
- (D) To make use of any mechanical means of making recording or reproducing music and to make and sell recordings for use in such mechanical means and to publish or provide and to sell all printed matter relating to music.
- (E) To establish and administer as managing or custodian trustee or to assist in the like capacity in the establishment and administration of any guarantee fund, foundation fund, endowment fund or any other charitable project whether of a like nature or not designed to assist in the furtherance of the objects of the Association.
- (F) To act as advertising or concert agents in connection with the furtherance of the objects of the Association.
- (G) To provide places of refreshment (whether licensed or unlicensed) for the use of persons attending occasions organised by the Association.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association 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 Association.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (J) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be ancillary to its objects.
- (K) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.
- (L) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (M) 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.

- (N) To establish and maintain or to procure the establishment and maintenance of a pension fund for the employees and former employees of the Association and of the specially Registered Friendly Society or their dependants.
- (O) To obtain membership of and to support with the funds of the Association any charitable organisation membership of which appears calculated to further the objects of the Association.
- (P) To do all such other things as will further the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Association 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 Association would make it a Trade Union.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State of Education and Science, 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 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 governing body 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 the Charity Commissioners or the Secretary of State for Education and Science over such governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 Association.

Provided that nothing herein

- (1) shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member

of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the governing body of the Association other than a member representative of the players in the Association's Orchestra shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply

- (a) to any salary paid to a member representative of the players in the Association's Orchestra by virtue of his employment by Association as a player; or
- (b) to any payment to any company of which a member of the 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.

(2) shall prevent a member from receiving benefits available to the public.

5. The liability of the members is limited.
6. 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 50p.
7. 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 the City of Birmingham Orchestral Endowment Fund or to some other charitable institution or institutions having 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

C.B.S.O. Society Limited

(Adopted by Special Resolution dated 29th September 1988
and amended by a Special Resolution dated 27th September 1994)

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 1985.
These presents	These Articles of Association, and regulations of the Association from time to time in force.
The Association	The above-named Company.
The Board	The Board of Directors for the time being of the Association.
Members	Member of the Association.
The Office	The registered office 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 and partly another, and other modes of representing or reproducing words in a visible form.
Director	Member of the Board.
Officers of the Association	The Chairman Deputy Chairman and Treasurer of the Association and such other officers as may be appointed by the Council pursuant to Article 43(a).
The Association's Orchestra	The City of Birmingham Symphony Orchestra.
The Players' Committee	The representative committee or like body for the time being elected by the Players in the Association's Orchestra.
Player	A full time employee of the Association for the time being engaged as a musician in the Association's Orchestra.

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

Words importing the masculine gender 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 in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is three thousand, but the Board may from time to time register an increase of members.
3. The provisions of sections 191(7) 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP AND SUBSCRIPTIONS

5. The subscribers to the Memorandum of Association and such other persons over the age of eighteen who are not employees of the Association as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. All members shall be elected by a majority of the members of the Board. The Board may from time to time prescribe a form of application for membership to be completed by each applicant. Notice of election or rejection (in the latter case without stating any reason) shall be sent to the applicant within seven days of the Board's decision and a member shall become liable to pay the full subscription for the next twelve months at the rate prescribed for the current year or such lesser sum as may be fixed under Article 7 immediately upon receiving notice of election.
7. (A) Members shall pay such annual subscription as shall from time to time be determined by the Board. Until so determined the rates of subscription fixed by the specially registered Friendly Society shall apply.
(B) The Board may in its discretion determine to accept a reduced subscription from any particular member or class of member.
8. The Board may from time to time make regulations for the compounding of annual subscriptions to cover membership for any stated period.
9. Any member may make a voluntary contribution to the funds of the Association but such contribution shall not entitle the member to any additional voting or other privileges whatsoever.
10. A member may resign membership at any time by written notice to the Secretary, but no part of any subscription paid for the year then current or of any compounded sum shall be repaid.
11. The name of a member shall be removed from the Register of the Society on death, but no part of any subscription paid for the year then current or of any compounded sum shall be repaid.
12. Membership of a member shall automatically be determined:-
 - (A) By failure of a member to pay the annual subscription within three months of due date.
 - (B) By a resolution of two-thirds of the Board present and voting at a meeting of which not less than seven days' written notice shall have been given both to the members of the Board and to the member concerned, stating the grounds on which the resolution is based and informing the member that at such meeting and before such resolution is passed he will have an opportunity of making to the Board either orally or in writing such representations as he may

think fit. On such resolution being passed, no part of any subscription paid for the year then current or of any compounded sum shall be repaid.

- (C) By employment of a member by the Association.

HONORARY OFFICE

13. The Association in General Meeting may from time to time elect to such honorary office as may seem suitable to the Association any person who by distinction of character or conduct is deemed fit to receive such honorary office. An honorary officer shall not by virtue of his appointment become or be bound to become a member of the Association or entitled to or subject to any of the rights or liabilities of membership.

GENERAL MEETINGS

14. 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 Board, 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 Association 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 Board may whenever they 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, or by seventy-five members, whichever number is the less.
17. 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 in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents 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 those members may think fit.

18. The accidental omission to give notice of meeting to, or the non-receipt of such notice by, any person entitled 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 Board and of the Auditors, the election of members of the Board to fill vacancies, and 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 members personally 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 Board 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 or in his absence the Deputy Chairman of the Board shall preside as chairman at every General Meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting neither shall 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 Director, or if no such member is present, or if all the Directors present decline to take the chair, they shall choose some member of the Association 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. Directors who are not members of the Association may attend and speak (but not vote) at any General Meeting of the Association.
25. At any General Meeting on any matter other than the election of Directors a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded

by the chairman or by at least five members present in person, and unless a poll be 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 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. The election of Directors shall be effected in the following manner:-

- (A) If the number of candidates for election who have been duly nominated in accordance with Article 49 shall not exceed the number of vacancies to be filled:-
 - (i) There shall be sent to each member of the Association with the Notice convening a General Meeting at which an election is to be held a statement of the number of vacancies to be filled and the names and addresses (with short biographical particulars) of the candidates for election who have been duly nominated in accordance with Article 49. The statement shall also contain a Notice that the candidates duly nominated shall be declared elected at the General Meeting, a reproduction of this Regulation (A) of this Article and the name and address of the Association's Auditors.
 - (ii) The candidates duly nominated shall be declared elected at the General Meeting.
- (B) If the number of candidates for election shall exceed the number of vacancies to be filled:-
 - (i) There shall be sent to each member of the Association with the Notice convening a General Meeting at which an election is to be held a voting paper stating the number of vacancies to be filled and the names and addresses (with short biographical particulars) of the candidates for election who have been duly nominated in accordance with Article 49. The voting papers shall also contain a reproduction of this Article and the names and addresses of the Association's Auditors.
 - (ii) Each member desiring to vote shall complete the paper by marking one vote against each of the names of not more than that number of candidates which shall equal the number of vacancies and signing it.
 - (iii) The completed voting paper must be returned to the auditors to the Association not later than twelve noon on the day (other than Saturday, Sunday or a Public Holiday) preceding the General Meeting at which the vote is to be cast. If the day preceding the General Meeting is a Saturday, Sunday or Public Holiday, the completed voting paper must

be received by the auditors not later than twelve noon on the fourth day prior to the day of the meeting.

- (iv) The number of votes cast for each candidate shall be counted by two scrutineers (who shall not be members of the Association) appointed by the auditors.
 - (v) The candidates receiving the most votes shall be declared elected. In the event of two or more candidates receiving an equal number of votes for the last vacancy, they shall draw lots.
 - (vi) A voting paper casting more votes than there are vacancies or more than one vote for any one candidate or being unsigned or being received late shall be wholly invalid.
27. Subject to the provisions of Article 28, if a poll be demanded as provided by Article 25 it shall be taken at such time as the chairman of the meeting shall direct but all members of the Association entitled to vote at the meeting shall be given notice by post of the resolution on which a poll is demanded and may record their vote in writing within seven days after such notice shall be deemed to have been served in accordance with Article 66.
28. No poll shall be demanded on the election of a chairman or a meeting, or on any question of adjournment.
29. 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.
30. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

31. Every member shall have one vote.
32. 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 his membership, shall be entitled to vote on any question at any General Meeting.
33. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act either on a show of hands or by vote in writing under Article 27.

BOARD OF DIRECTORS

34. The first Directors shall be the members of the Committee of Management of the specially registered Friendly Society who shall hold office until the first Annual General Meeting.
35. The Board shall consist of twenty persons namely:-
- Twelve members elected in accordance with Article 26 who shall retire by rotation as provided by Articles 47 and 48 (hereinafter called "the elected Directors").
- Two persons being members of the Birmingham City Council (but not necessarily being members of the Association) nominated in writing by and who shall hold office at the pleasure of that Council.
- Two Players nominated in accordance with Article 39 and who shall hold office at the pleasure of the Association's Orchestra (hereinafter called "nominated Player Directors").
- Four persons not necessarily being members of the Association but deemed to be suitably qualified and nominated by the Board who shall retire at the next Annual General Meeting.
- All persons nominated under this Article other than nominated Player Directors are hereinafter referred to as "nominated Directors".
36. (A) Any casual vacancy among the elected members shall be filled by co-option by the Board. The persons co-opted shall retire at the next Annual General Meeting but shall be eligible for election.
- (B) Any casual vacancy among the nominated Directors shall be filled by written nomination from the body responsible for the original nomination and the person so nominated shall hold office at the pleasure of the nominating body.
- (C) Any casual vacancy among the nominated Player Directors shall be filled by nomination in accordance with Article 39 and the Player so nominated shall hold office at the pleasure of the Association's Orchestra.
37. (A) Save as provided by Article 35 and 36, no person who is not a member of the Association shall be eligible to hold office as a Director.
- (B) No person other than a Player shall be eligible to hold office as a nominated Player Director.
38. So long as the Association shall receive a grant from the Arts Council, the Arts Council shall be entitled to nominate not more than two persons to attend and to speak (but not to vote) at meetings of the Board and to receive all papers placed before the Board.

39. Every nomination of a nominated Player Director shall be made by the Players or, in default, by the Board. The name of each person successfully nominated shall be notified in writing to the Board by the Chairman of the Players' Committee or in default by the Chairman of the Board.

POWERS OF THE BOARD

40. Subject to Article 41, the business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association 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 Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
41. (A) Notwithstanding the provisions of the preceding Article the Board may appoint a committee or committees to which may be delegated such areas of business as are not required to be performed by the Association in General Meeting. Any committee so appointed shall conform to any regulations that may be imposed on it by the Board.
- (B) Members of such a committee or committees shall be such persons (not necessarily being Directors or members of the Association) as the Board shall deem suitably qualified.
42. (A) The Directors may act notwithstanding any vacancy in their body so long as the vacancies among the elected members do not exceed five.
- (B) If the vacancies exceed that number the Board may act only for the purpose of admitting persons to membership, filling up vacancies in their body or calling a General Meeting but not for any other purpose.

OFFICERS OF THE ASSOCIATION

43. (A) The Board shall from their own numbers appoint a Chairman Deputy Chairman and a Treasurer and may appoint such other officer as it thinks fit. Subject to Clause 4 of the Memorandum, appointment shall be made for one year only and upon such other conditions as may be thought fit and any person so appointed may be removed by the Board.
- (B) The Officers of the Association shall perform such duties in relation to the administration of the Association as the Board shall from time to time decide,

save that the Chairman or the Deputy Chairman shall take the chair at any General Meeting of the Association at which he is present.

SECRETARY

44. The Secretary shall be appointed by the Board for such time and upon such other conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283(1)-(3) and 284 of the Act shall apply and be observed. The Board 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

45. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least one Director and of the Secretary, and the said Director 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 dealing with the Association in good faith such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

46. The office of a Director 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 being one of the elected Directors he ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under sections 295-299 and Schedule 12 of the Act.
 - (F) If he is removed from office by the resolution duly passed pursuant to sections 303, 304 of the Act and Section 14 of the Companies Consolidation (Consequential Provisions) Act 1985.
 - (G) If he ceases to be a member by virtue of section 293 of the Act.
 - (H) If being one of the nominated Player Directors he ceases to be a Player.

ROTATION OF DIRECTORS

47. At the first Annual General Meeting and at every subsequent Annual General Meeting four of the elected Directors shall retire from office.
48. The number of elected Directors to go out of office under the preceding Article shall be made up first from those elected Directors co-opted under Article 36, secondly from those elected Directors who shall have ceased to be Directors during the previous year but whose vacancies shall not have been filled by co-option under Article 36, and thirdly from those elected Directors who shall have been longest in office since the date of their last elections respectively, and in this last case, where the seniorities are equal, the Board shall decide on the elected Directors to retire.
49. (A) No person shall be eligible for election to the Board at any General Meeting, unless not less than forty-nine days prior to the advertised date of the meeting there shall have been given to the Secretary notice in writing by two members duly qualified to be present and vote at the meeting for which such notice is given, of their 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.
- (B) The advertised date shall be the date of which the Board shall give not less than four months' notice in writing either by individual notice to each member or by notice in some publication by the Board to all members.
- (C) Notice given in accordance with the preceding sub-paragraphs shall not be invalidated by reason of the General Meeting concerned being subsequently lawfully convened and held on some day other than the advertised date.
50. In addition and without prejudice to the provisions of sections 303 and 304 of the Act and Section 14 of the Companies Consolidation (Consequential Provisions) Act 1985, the Association may by Extraordinary Resolution remove any elected Director before the expiration 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 BOARD

51. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject to Article 42, eight members personally present 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.
52. On the request of any five Directors the Secretary shall, at any time, summon a meeting of the Board by notice served upon several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

53. If no Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their members to be chairman of the meeting.
54. Subject to Article 42, a meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.
55. The meetings and proceedings of any committee of Board shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable so far as the same shall not be superseded by any regulations made by the Board.
56. All acts done in good faith by any meeting of the Board or of any committee of the Board, or by any person acting as a Director 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 Director.
57. (A) The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- (B) Committees of Board shall cause proper minutes to be made of all proceedings and all business transacted at their meetings, and any minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.

ACCOUNTS

58. The Board shall cause proper books of account 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 services or goods by the Association;
- (C) the assets and liabilities of the Association.

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 Association and to explain its transactions.

59. The books of account shall be kept at the Office or, subject to section 222(1) and (2) of the Act, at such other place or places as the Board shall think fit, and shall be open to the inspection of the Directors.
60. The Board 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 Association or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
61. At the Annual General Meeting in every year except the first the Board shall lay before the Association 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 Association) made up to a date not more than six 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 property reports of the Board 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 section 240(4) 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 and be read before the meeting as required by section 241 of the Act.

AUDIT

62. 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 properly qualified Auditor or Auditors.
63. Auditors shall be appointed and their duties regulated in accordance with sections 241, 384, 385, 386, 387(2), 388 and 389 of the Act.

NOTICES

64. A notice may be served by the Association upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his registered address as appearing in the register of members.
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 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 of members by an

address within the United Kingdom shall be entitled to receive notices from the Association.

66. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

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.