

1300565

No. of Company,

Form No. 21

(No registration
fee payable)**THE COMPANIES ACTS 1948 TO 1967****Declaration of compliance**

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company **THE MUSEUM DOCUMENTATION ASSOCIATION** Limited*I, **Martin Edgar Richards**
of **Blackfriars House, 19 New Bridge Street, London EC4V 6BY.**Do solemnly and sincerely declare that I am (see note (a) below) a Solicitor of
the Supreme Court engaged in the formation
of The Museum Documentation Association
..... Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at **6 New Bridge Street,**
London E.C.4.the 2nd day of **February**
one thousand nine hundred and **seventy-seven**

before me.

G. LAZARUS

A Commissioner for Oaths (see note (b) below)

- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"
- (b) or Notary Public or Justice of the Peace or Solicitor having the power conferred on a
Commissioner for Oaths

*Delete "Limited" if not applicable.

Presented by: **Clifford-Turner,**
Blackfriars House,
19 New Bridge Street,
London EC4V 6BY.Presenter's reference: **JTB/NWd 'AM**Natwest
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THE COMPANIES ACTS 1948 to 1976

MEMORANDUM OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

A Company limited by Guarantee and not having a share capital
and incorporated on day of



1. The name of the company (hereinafter called "the Association") is "The Museum Documentation Association Limited".

2. The Registered Office of the Association will be situate in England.

3. The Objects for which the Association is established are:-

- (a) To promote the development of museums and similar organisations as sources of information by all appropriate methods and to do all such other things as are incidental or conducive to the attainment of this object and in particular:
- (i) to research and develop methods of documenting collections, managing these and other sources of data, and of retrieving information from them;
 - (ii) to provide training facilities in such methods;
 - (iii) to form, collect, collate, and publish and sell (in the form of transactions, journals, leaflets, or otherwise) information of service or of interest to the members of the Association, and to the general public, or calculated to promote the objects of the Association;
 - (iv) to advise and assist museums and similar organisations on particular problems;
 - (v) to provide liaison with other relevant bodies.
- (b) Subject to the provisions of Section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire, take by devise, legacy or gift, or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, maintain, or alter any buildings or erections necessary or convenient for the purposes of the Association.
- (c) To sell, lease, exchange, mortgage, dispose of, develop and turn to account or otherwise deal with all or any part of the property and rights for the time being of the Association for such consideration in money or otherwise and upon such terms as the Association shall deem expedient in furtherance of its objects.
- (d) To borrow or raise money at interest upon banking account or otherwise by the issue of or upon Bonds, Debentures, bills of exchange, promissory notes, or other obligations or securities of the Association.



- (e) To invest any money subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales in or upon any investment authorised by law for the investment of Trust Funds.
- (f) Subject to the provision of the preceding paragraph to invest and deal with any money of the Association not immediately required for any of its objects in such manner as the Association may deem expedient.
- (g) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions, subscriptions, and donations of money to the funds of the Association, or gifts, devices, or bequests of property of any kind for the Association or purposes of the Association, and to receive and deal with any such money or property (subject to any trust terms or conditions imposed by the donors thereof) for any of the objects of the Association as may seem expedient.
- (h) To effect and keep up any insurance against risk, loss or liability, to which the Association may be subject.
- (i) To pay expenses of and incidental to the formation and continuation of the Association.
- (j) To apply for and take all necessary steps to obtain any Statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the Association and to defray the cost and expenses involved.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of any of the objects hereinbefore mentioned.

Provided that 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;

Provided also that 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 Executive Committee of the Association shall be chargeable for such property as 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 Executive Committee 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 Executive Committee, 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. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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 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 per annum not exceeding 1 per centum above the base rate of Barclays Bank Limited from time to time on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association, nor prevent the distribution of copies of the journal of the Association gratis amongst the subscribing Members of the Association, but so that no member of the Executive Committee or other governing body of the Association 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 Executive Committee or 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 to any payment to any other company in which a member of the Executive Committee shall not hold more than one hundredth part of the Capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the Regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade.

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 its 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 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 or in default thereof by a Judge of the High Court of Justice having jurisdiction with regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Association for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the persons whose names and addresses are subscribed,
are desirous of being formed into a company, in pursuance
of this Memorandum of Association ✓

1. Jonathan Cuthell for National Maritime
Museum
London SE10

2. Anthony Hall for British Museum
London WC1 ✓

DATED the 25th day of January 1977 ✓
WITNESS to the above Signatures

Daniel Williams ✓

EDP Section
British Museum (Natural History).
Cromwell Road
SW 7 5BD

1300565

THE COMPANIES ACTS 1948 to 1976

ARTICLES OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

A Company limited by guarantee and not having a share capital
and incorporated on day of .

PRELIMINARY

1. In these Articles, unless there is something in the context inconsistent therewith:

"The Association", shall mean The Museum Documentation Association Limited above named;

"Museum", shall mean a Museum or Art Gallery or Kindred Institution;

"The Executive Committee", shall mean the members for the time being of the Executive Committee constituted hereunder;

"Member", shall mean any Member of the Association for the time being;

"Month", shall mean calendar month;

"Person", shall be taken to mean any individual, body or association, whether incorporated or unincorporated;

"These Articles", shall mean the Articles of Association of the Association for the time being in force;

"The Seal", means the common seal of the Company;

"Secretary", means any person appointed to perform the duties of Secretary of the Company;

"The Act", means the Companies Act 1948;

"The 1967 Act", means the Companies Act 1967;

"The 1976 Act", means the Companies Act 1976;

"The Statutes", means the Companies Acts 1948 to 1976 and every statutory modification or re-enactment thereof for the time being in force;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

2. For the purposes of registration the number of Members of the Association is declared not to exceed 50, but the Executive Committee may, whenever they think fit, register an increase of Members.

3. These Articles shall be construed with reference to the Statutes and terms used in these Articles shall,

(whenever the context so admits), be taken as having the same respective meanings as they have when used in the Statutes.

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

MEMBERSHIP

5. (i) Members shall comprise:-

(a) Museums financed directly by H.M. Government ("Museum Members").

(b) Area Museum Councils. ("Area Council Members")

(c) Any other Person to whom the Association may hereafter extend membership by way of an Ordinary Resolution passed in General Meeting.

(ii) The Executive Committee shall be entitled to accept the certificate in the form below, or in a similar form approved by the Executive Committee, that the person to whom the form relates is duly qualified to serve as a representative of the Members of the Association referred to in (i) above

(iii) FORM OF CERTIFICATE

I hereby certify that the Committee/Trustees of ("The Museum") have nominated (name of nominee) to represent the Museum at all meetings of the Museum Documentation Association Limited ("the Association") and to exercise all rights accorded to Members by the Articles of Association of the Association.

6. Each Member other than an individual shall be entitled to appoint three representatives to attend Meetings of the Association, but shall appoint one of these only to vote at such Meetings.

7. The persons whose names were on the date of the adoption of these Articles entered in the Register of Members of the Association, and such other persons as shall be admitted to membership in accordance with the provisions of the Articles, shall be or become Members of the Association.

8. No person shall be admitted as a Member of the Association unless he shall make application in accordance

with the regulations for the time being in force and shall be approved by the Executive Committee who shall have absolute discretion as to the admission of any person to membership of the Association.

9. Any Member may resign his membership on giving six months' notice in writing of his intention so to do, addressed to the Secretary at the registered office of the Association, and at the date of the expiration of such notice he shall cease to be a Member and shall forfeit all privileges and services provided by the Association but he shall continue liable to pay any subscription due up to that date, and his liability under Clause 7 of the Memorandum of Association to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date.

10. The Executive Committee may by resolution passed by a two-thirds majority of its members present at an Executive Committee meeting cancel the membership of any Member on the grounds that they consider him unfit or unsuitable for any reason to continue as a Member, and such Member shall, upon the passing of such a resolution, immediately cease to be a Member and shall forfeit all right to privileges and services afforded or provided by the Association. Provided always that at least seven clear days previous notice in writing shall be sent or given to the Member in question notifying the intention to consider the question of cancelling his membership, and such Member shall, in any case, have a reasonable opportunity of appearing in person before the Executive Committee, or any Sub-committee to which the Executive Committee may refer the matter for investigation and report, and of making such statement as he may desire. Such Member shall have the right of appeal to the Association in General Meeting against any decision of the Executive Committee to cancel his membership.

SUBSCRIPTIONS AND GRANTS

11. Members shall pay such subscription as may from time to time be prescribed in the manner herein.

12. All annual subscriptions shall unless otherwise provided be deemed to run from the first day of April in each year, and shall be payable in advance.

13. Subscriptions shall be paid to the Secretary of the Association or to such other person as the Executive Committee shall from time to time prescribe.

14. The rates and conditions of payment of any subscription shall be fixed by the Executive Committee, and may be altered or varied from time to time by the Executive

Committee subject to the approval of the Association in General Meeting.

15. Any Member whose subscription is in arrears for twelve months shall cease to be a Member but may be re-elected at the discretion of the Executive Committee on payment of all arrears and other payments (if any) due from him.

16. All subscriptions of Members and all other income of the Association and also all grants made to the Association not made for any particular specified purpose shall form part of the common funds of the Association, and may be applied in such manner and to such purpose as the Association in General Meeting or the Executive Committee exercising the powers of the Association which are vested in them shall from time to time determine.

GENERAL MEETINGS

17. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Subject as aforesaid the Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

19. The Executive Committee 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 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Executive Committee to form a quorum, any member of the Executive Committee or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

NOTICE OF GENERAL MEETINGS

20. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. Every such notice shall be exclusive of the day on

which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets, the ordinary reports of the Executive Committee and Auditors, the announcement of the election of Officers and members of the Executive Committee in place of those retiring, the confirmation of the appointment of members of the Executive Committee and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two Members personally present shall be a quorum.

24. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon 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 to such other time and place as the Members present may determine, and if at

the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

25. Subject as hereinafter provided, the Chairman of the Executive Committee shall preside as Chairman at every General Meeting of the Association.

26. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Members present shall choose one of their number to be Chairman.

27. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28. 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 on the declaration of the result of, the show of hands) demanded by the Chairman or at least five Members present in person and entitled to vote or by a Member or Members present and representing not less than one-tenth of the total voting rights of all the Members entitled to vote at the meeting, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, 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 book of the proceedings 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.

29. Except as provided in Article 31, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Provided always that if the meeting at which a poll is demanded (or the Chairman of the meeting) shall so resolve, a poll upon any question other than the election of a Chairman or a question of adjournment shall be taken by means of a postal vote, the arrangements for which shall be conducted in accordance with such regulations as the Executive Committee shall from time to time prescribe.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

31. A poll demanded on the election of a Chairman, or on a question or adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

32. In addition to General Meetings of the Association the Executive Committee may from time to time, as and when they think fit, arrange at the expense of the Association public meetings, training courses, examinations, deputations and conferences in furtherance of the work and objects of the Association at which not only Members but also any other person in sympathy with or interested or likely to become interested in such work and objects may be invited to attend, provided that no such public meeting shall be deemed to be a General Meeting of the Association.

VOTES OF MEMBERS AT MEETINGS

33. (a) Unless a poll is demanded, votes shall be given personally, and each person present and entitled to vote shall have one vote.

(b) If a poll is demanded, votes shall be given by a signed paper and each Member shall have one vote.

34. No Member shall be entitled to vote at any General Meeting unless all subscriptions and other sums (if any) payable to the Association by him shall have been paid.

THE EXECUTIVE COMMITTEE

35. The Executive Committee shall be comprised of six persons, who shall be elected or appointed in accordance with the provisions of these Articles.

CHAIRMAN OF THE EXECUTIVE COMMITTEE

36. At each meeting of the Executive Committee subsequent to each Annual General Meeting of the Association the Executive Committee shall elect from amongst its members a Chairman, who shall hold office until the end of the next Annual General Meeting of the Association.

ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

37. Members of the Executive Committee shall be elected by Members of the Association in the following manner:

(a) The Museum Members and the Area Council Members respectively shall be treated as separate classes of Members.

(b) Members of the above-mentioned two classes shall be at liberty to nominate in writing any person to serve as a member of the Executive Committee. Each nomination shall have annexed thereto a statement signed by the candidate of his willingness to act.

(c) The name of each candidate so nominated together with the name of his proposer shall be sent in writing to the Secretary of the Association so as to reach him at least 14 days before the Annual General Meeting.

(d) Separate ballots will be held to elect members of the Executive Committee from those nominations made by Museum Members and those made by Area Council Members respectively.

(e) At each Annual General Meeting of the Association the Secretary shall distribute to the Members present a list of the retiring members of the Executive Committee and a list of the candidates nominated by each class respectively with their proposers' names, together with separate ballot papers containing in alphabetical order the names of the candidates nominated by each of the respective classes of Members. All Members shall be entitled to cast such number of votes in the ballots for the candidates nominated by each class of Members as there are vacancies to be filled by nominees of such class. All votes are to be cast or the ballot paper will be invalid. The completed ballot papers will be returned to the Secretary and the result of the election announced at the Meeting.

(f) In the event of insufficient members being elected to fill every vacancy, the Executive Committee may appoint a person to fill each vacancy remaining.

(g) If two or more candidates obtain an equal number of votes in the same ballot, the Chairman of the Annual General Meeting shall have the right to select from such candidates the candidate or candidates to be appointed to the Executive Committee.

38. At the first Annual General Meeting of the Association six members of the Executive Committee shall be elected. Three of these shall be elected from those persons nominated by the Museum Members, and three shall be elected from those persons nominated by the Area Council Members. At each subsequent Annual General Meeting of the Association one-third of the members of the Executive Committee or, if the number of such members is not three or a multiple of three, then the number nearest to, but not greater than,

one-third shall retire from office. The members retiring shall as far as possible be taken in equal proportions from those nominated by each of the two separate classes of Members respectively; subject to this provision, the persons to retire as aforesaid on any occasion, shall, unless the members of the Executive Committee otherwise agree among themselves, be those who have been longest in office. As between two or more who have been in office the same length of time, the member or members to retire shall, in default of agreement between them, be determined by lot. Each retiring member shall be replaced by a person nominated by the same class of Members as the class of which the retiring member was a nominee. The length of time during which a member has been in office shall be computed from his last election or appointment. A retiring member shall not be eligible for re-election before the Annual General Meeting next succeeding that at which he retires.

39. The Association may from time to time by Ordinary Resolution increase or reduce the number of members of the Executive Committee, and may also determine in what rotation the increased or reduced number is to go out of office and may make the appointments necessary for effecting any such increase.

40. Any vacancy occurring in the Executive Committee between elections may be filled by the Executive Committee, but the person so chosen shall be subject to retirement at the same time as if he had been elected on the day on which the member in whose place he is appointed was last elected.

41. The Executive Committee shall have power from time to time to co-opt a person as a co-opted member of the Executive Committee, who shall retire from office at the next Annual General Meeting. But the Annual General Meeting shall have power by Ordinary Resolution to confirm such appointment for a further period not exceeding that recommended by the Executive Committee in each case. The number of such co-opted members shall not be more than three.

42. The Association may, by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the Act, remove any member before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall retire at the same time as he would if he had been elected on the day on which the member in whose place he is appointed was last elected.

43. Staff employed by the Association shall have the right to nominate one of themselves to attend and speak at meetings of the Executive Committee, but such nominee shall not be entitled to vote at such meetings.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

44. The business of the Association shall be managed by the Executive Committee, who may exercise all such powers of the Association as are not by the Act, or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act and of these Articles, and to such Rules, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no Rule made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that Rule had not been made.

45. The Executive Committee shall cause Minutes to be made in books provided for the purpose:

(a) Of all appointments of staff made by the Executive Committee;

(b) Of the names of those present at each meeting of the Executive Committee and of any Committee of the Executive Committee; and

(c) Of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee and of Committees of the Executive Committee.

Every member present at any meeting of the Executive Committee or Committee of the Executive Committee shall sign his name in an attendance book.

BORROWING POWERS

46. The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and 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.

THE SEAL

47. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or a Committee of the Executive Committee authorised by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary of the Association or by a second member or by some other person appointed by the Executive Committee for the purpose.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

48. A member shall vacate his place on the Executive Committee and any office he may hold in the Association if he;

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(b) becomes of unsound mind;

(c) resigns his office by notice in writing to the Association;

(d) becomes prohibited from being a member of the Executive Committee by reason of any order made under Section 188 of the Act;

(e) is directly or indirectly interested in any contract with the Association and fails to declare his interest in the manner required by Section 199 of the Act.

A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout; and if he does so vote his vote shall not be counted. The provisions of this Article shall be without prejudice to the provisions of Clause 4 of the Memorandum of Association of the Association.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

49. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings; as they think fit. Questions arising at any meeting shall (unless otherwise provided by these Articles) be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A member may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by its members, and unless so fixed shall be two.

51. Members may act notwithstanding any vacancy in their body, but, if their number is less than that fixed as the necessary quorum for a meeting of the Executive Committee, they may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Association, but for no other purpose.

52. The Chairman of the Executive Committee shall preside at meetings of the Committee but if at any meeting

the Chairman is not present within five minutes after the time appointed for holding the same, the members may choose one of their number to be Chairman of the meeting.

53. The Executive Committee may delegate any of their powers to any other Committees consisting of such members of the Executive Committee or Members of the Association as they think fit; any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Committee.

54. A Committee may elect a chairman of its meetings; if no such chairman is elected, the members present may choose one of their number to be chairman of the meeting.

55. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall (unless otherwise provided by these Articles) 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.

56. All acts done pursuant to any meeting of the Executive Committee or of a Committee of the Executive Committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding that 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 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.

57. A resolution in writing, signed by all members for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

SECRETARY

58. The Secretary shall be appointed by the Executive Committee for such term, 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 177 and 179 of the Act shall apply and be observed.

FINANCE

59. All subscriptions, donations, grants, and other moneys received by the Association shall, as soon as possible after receipt thereof, be paid into the account of the Association at its bank.

60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

REGULATIONS

61. The Executive Committee shall have power from time to time to make such regulations for any of the purposes provided in these Articles and for determining and regulating the admission of Members and the privileges to be enjoyed by Members in respect of the services and facilities provided by the Association or otherwise in furtherance of or in reference to the purposes and work of the Association as they may consider necessary or expedient. Provided that no such regulation shall have any validity or effect if and so far as it is repugnant to the Memorandum or Articles of Association, or involves any alteration of or addition to these Articles which could only lawfully be made by Special Resolution or if it provides for any matter which ought by Statute or by these Articles to be provided for by a Special or other Resolution of the Association. The Executive Committee may from time to time (subject as aforesaid) revoke, alter, or add to any such regulation.

ACCOUNTS AND AUDIT

62. The Executive Committee 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 the receipts and expenditure take place;
- (b) all provision of services by the Association; and
- (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 Association's affairs and to explain its transactions.

63. The books of account shall be kept at the Registered Office of the Association, or subject to Section 147 (3) of the Act at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.

64. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner at and in which the accounts and books of the Association shall be open to the inspection of the Members

of the Association. Subject as aforesaid such accounts and books shall be open to the inspection of the Members at all reasonable times during business hours.

65. The Executive Committee shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those sections.

66. 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 Auditor's report, shall not less than twenty-one clear days before the date of the meeting be sent to every Member of, and every holder of debentures in the Association who is entitled to receive notices of general meetings. Provided that this Article shall not require a copy of those documents to be sent to any debenture holder of whose address the Association is not aware or to more than one of the joint holders of any debentures.

67. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

68. A notice may be given by the Association to any Member either personally or by sending it by post addressed to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him in writing to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a letter containing the notice, and to have been effected on the day following that on which the letter containing the same is posted.

69. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
 - (b) the Auditor for the time being of the Association;
- and
- (c) every member of the Executive Committee.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

70. Subject to the provisions of Section 205 of the Act every member of the Executive Committee, the Secretary, Treasurer, Auditor and every other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Committee out of the funds of the Association to pay, all costs, losses, and expenses, which any such member of the Executive Committee, officer or servant may incur or be liable to be by reason of any contract entered into or act or thing done by him in good faith, as such member of the Executive Committee, officer or servant, or in any way in the discharge of his duties (including travelling or subsistence expenses), and the Executive Committee may give to any member of the Executive Committee, officer or servant of the Association who has incurred or may be about to incur any liability at the request of the Association such security by way of indemnity as may seem expedient.

WINDING-UP

71. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the Association shall apply and have effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Jonathan Cuthell for National Maritime Museum
Greenwich
London SE10
2. Anthony Hall for British Museum
London WC1

DATED the 25th day of January 1977

WITNESS to the above Signatures



~~EDD Senter~~

British Museum (Natural History)
Cromwell Road SW7 5BD



CERTIFICATE OF INCORPORATION

No. 1300565

I hereby certify that

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Cardiff the

28TH FEBRUARY 1977

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

110
b2
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
pursuant to Section 141 of the Companies Act 1948

of

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

Passed the 2nd day of October 1979

At the ANNUAL GENERAL MEETING of the members of the above-named Company, duly convened and held at the British Museum, London on the 2nd day of October 1979 the following Special Resolutions were duly passed:-

SPECIAL RESOLUTIONS

(A) THAT the Memorandum of Association of the Company be altered as follows:-

(1) by deleting the words "Subject to the provisions of Section 14 of the Companies Act 1948" in Clause 3(b)

(2) by deleting the existing Clause 3(c) and substituting therefor the following new Clause 3(e):-

"To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects"

(3) by deleting the existing Clause 3(f) and substituting therefor the following new Clause 3(f):-

"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"

- (4) by deleting the paragraph immediately following Clause 3(k) and substituting therefor the following new paragraph:-

"Provided that 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;"

- (5) by deleting the existing Clause 4 and substituting therefor the following new Clause 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 howsoever by way of profit, to members of the Association and no member of its Executive Committee or Governing Body 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 the distribution of copies of the journal of the Association gratis amongst the subscribing

members of the Association, nor shall it prevent any payment in good faith by the Association:-

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

(6) by deleting the existing Clause 8 and substituting therefor the following new Clause 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 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 the aforesaid provision, then to some other charitable object."

(7) by deleting the existing Clause 9.

(8) by adding to the end of the existing Clause 5 the words "and the Charity Commissioners"

(B) THAT new Articles of Association in the form produced to the meeting be adopted by the Company in substitution for the existing Articles of Association.

(C) THAT conditionally upon the Secretary of State for Trade granting to the Company a Licence under Section 19(2) of the Companies Act 1948, the name of the Company be changed by the omission therefrom of the word "Limited".

.....
DARoberts
Secretary to the
Association
2 November 1979



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1300565

I hereby certify that

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED


having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

THE MUSEUM DOCUMENTATION ASSOCIATION

**THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE SECRETARY OF
STATE FOR TRADE**

Given under my hand at Cardiff the

14TH DECEMBER 1979


E. A. WILSON

Assistant Registrar of Companies



1300565
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DEPARTMENT OF TRADE

**LICENCE granted by the Secretary of State
pursuant to Section 19(2) of the Companies Act, 1948**

WHEREAS it has been proved to the satisfaction of the Secretary of State for Trade
that the objects of **THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED**

which was registered under the Companies Act, 1948 (hereinafter called "the Act")
are restricted to those specified in subsection (1) of Section 19 of the Act, and to
objects incidental or conducive thereto and that by its constitution the said Company
is required to apply its income and property whencesoever derived solely towards
the promotion of the objects of the said Company as set forth in its Memorandum of
Association and that no portion thereof shall be paid or transferred, directly or
indirectly, by way of dividend or bonus to the members of the said Company.

NOW, THEREFORE, in consideration of the provisions and conditions contained in
the Memorandum and Articles of Association of the said Company and on the conditions
annexed hereto, the Secretary of State in exercise of his powers under subsection (2)
of the said Section 19, does by this licence authorise the said Company to make a
change in its name including or consisting of the omission of the word "Limited".

SIGNED this

30th

day of

November

1979

J. R. Spears

Authorised by the Secretary of State

1 No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.

2 No addition, alteration or amendment shall be made to or in CLAUSES
FOUR AND EIGHT OF THE MEMORANDUM
of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade.

Qw.

1300565 / 14

MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

CLIFFORD-TURNER

BLACKFRIARS HOUSE

19 NEW BRIDGE STREET

LONDON EC4V 6BY

Telephone 01-353 0211

THE COMPANIES ACTS 1948 to 1976

MEMORANDUM OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

A Company limited by Guarantee and not having a share capital
and incorporated on 28th day of February 1977

*Amended by Special Resolution passed 2nd October 1979

1. The name of the company (hereinafter called "the Association") is "The Museum Documentation Association Limited".

2. The Registered Office of the Association will be situate in England.

3. The Objects for which the Association is established are:-

- (a) To promote the development of museums and similar organisations as sources of information by all appropriate methods and to all such other things as are incidental or conducive to the attainment of this object and in particular:
 - (i) to research and develop methods of documenting collections; managing these and other sources of data, and of retrieving information from them;
 - (ii) to provide training facilities in such methods;
 - (iii) to form, collect, collate, and publish and sell (in the form of transactions, journals, leaflets, or otherwise) information of service or of interest to the members of the Association, and to the general public, or calculated to promote the objects of the Association;
 - (iv) to advise and assist museums and similar organisations on particular problems;
 - (v) to provide liaison with other relevant bodies.
- (b) To purchase, take on lease or in exchange, hire, take by devise, legacy or gift, or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, maintain, or alter any buildings or erections necessary or convenient for the purposes of the Association.
- (c) To sell, lease, exchange, mortgage, dispose of, develop and turn to account or otherwise deal with all or any part of the property and rights for the time being of the Association for such consideration in money or otherwise and upon such terms as the Association shall deem expedient in furtherance of its objects.
- (d) To borrow or raise money at interest upon banking account or otherwise by the issue of or upon Bonds, Debentures, bills of exchange, promissory notes, or other obligations or securities of the Association.
- (e) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

- (f) 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.
- (g) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions, subscriptions, and donations of money to the funds of the Association, or gifts, devises, or bequests of property of any kind for the Association or purposes of the Association, and to receive and deal with any such money or property (subject to any trust terms or conditions imposed by the donors thereof) for any of the objects of the Association as may seem expedient.
- (h) To effect and keep up any insurance against risk, loss or liability, to which the Association may be subject.
- (i) To pay the expenses of and incidental to the formation and incorporation of the Association.
- (j) To apply for and take all necessary steps to obtain any Statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the Association and to defray the costs and expenses involved.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of any of the objects hereinbefore mentioned.

Provided that 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;

Provided also that 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 Executive Committee of the Association shall be chargeable for such property as 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 Executive Committee 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 Executive Committee, 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. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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 howsoever by way of profit, to members of the Association and no member of its Executive Committee or Governing Body 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 the distribution of copies of the journal of the Association gratis amongst the subscribing members of the Association, nor shall it prevent any payment in good faith by the Association:-

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

5. No addition, alteration or amendment shall be made to or in the Regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Department of Trade and the Charity Commissioners.

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 its 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 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 the aforesaid provision, then to some other charitable object.

We, the persons whose names and addresses are subscribed
are desirous of being formed into a company, in pursuance
of this Memorandum of Association

1. Dr. Jonathan Cutbill
National Maritime Museum
Greenwich
London S.E.10.

2. John Anthony Hall
British Museum
London W.C.1.

DATED the 25th day of January 1977

WITNESS to the above Signatures

Dr. David Williams
British Museum (Natural History)
Cromwell Road
London S.W.7.

THE COMPANIES ACTS 1948 to 1976

ARTICLES OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

A Company limited by Guarantee and not having a share capital
and incorporated on 28th day of February 1977

PRELIMINARY

1. In these Articles, unless there is something in the context inconsistent therewith:

"The Association", shall mean The Museum Documentation Association Limited above named;

"Museum", shall mean a Museum or Art Gallery or Kindred Institution;

"The Executive Committee", shall mean the members for the time being of the Executive Committee constituted hereunder;

"Member", shall mean any Member of the Association for the time being;

"Month", shall mean calendar month;

"Person", shall be taken to mean any individual, body or association, whether incorporated or unincorporated;

"These Articles", shall mean the Articles of Association of the Association for the time being in force;

"The Seal", means the common seal of the Company;

"Secretary", means any person appointed to perform the duties of Secretary of the Company;

"The Act", means the Companies Act 1948;

"The 1967 Act", means the Companies Act 1967;

"The 1976 Act", means the Companies Act 1976;

"The Statutes", means the Companies Acts 1948 to 1976 and every statutory modification or re-enactment thereof for the time being in force;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

2. For the purposes of registration the number of Members of the Association is declared not to exceed 50, but the Executive Committee may, whenever they think fit, register an increase of Members.

3. These Articles shall be construed with reference to the Statutes and terms used in these Articles shall,

(whenever the context so admits), be taken as having the same respective meanings as they have when used in the Statutes.

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

MEMBERSHIP

5. (i) Members shall comprise:-

(a) Museums financed directly by H.M. Government ("Museum Members").

(b) Area Museum Councils. ("Area Council Members")

(c) Any other Person to whom the Association may hereafter extend membership by way of an Ordinary Resolution passed in General Meeting.

(ii) The Executive Committee shall be entitled to accept the certificate in the form below, or in a similar form approved by the Executive Committee, that the person to whom the form relates is duly qualified to serve as a representative of the Members of the Association referred to in (i) above

FORM OF CERTIFICATE

I hereby certify that the Committee/Trustees of ("The Museum") have nominated (name of nominee) to represent the Museum at all meetings of the Museum Documentation Association Limited ("the Association") and to exercise all rights accorded to Members by the Articles of Association of the Association.

6. Each Member other than an individual shall be entitled to appoint three representatives to attend Meetings of the Association, but shall appoint one of these only to vote at such Meetings.

7. The persons whose names were on the date of the adoption of these Articles entered in the Register of Members of the Association, and such other persons as shall be admitted to membership in accordance with the provisions of the Articles, shall be or become Members of the Association.

8. No person shall be admitted as a Member of the Association unless he shall make application in accordance with the regulations for the time being in force and shall be approved by the Executive Committee who shall have absolute discretion as to the admission of any person to membership of the Association.

9. Any Member may resign his membership on giving six months' notice in writing of his intention so to do, addressed to the Secretary at the registered office of the Association, and at the date of the expiration of such notice he shall cease to be a Member and shall forfeit all privileges and services provided by the Association but he shall continue liable to pay any subscription due up to that date, and his liability under Clause 6 of the Memorandum of Association to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date.

10. The Executive Committee may by resolution passed by a two-thirds majority of its members present at an Executive Committee meeting cancel the membership of any Member on the grounds that they consider him unfit or unsuitable for any reason to continue as a Member, and such Member shall, upon the passing of such a resolution, immediately cease to be a Member and shall forfeit all right to privileges and services afforded or provided by the Association. Provided always that at least seven clear days previous notice in writing shall be sent or given to the Member in question notifying the intention to consider the question of cancelling his membership, and such Member shall, in any case, have a reasonable opportunity of appearing in person before the Executive Committee, or any Sub-committee to which the Executive Committee may refer the matter for investigation and report, and of making such statement as he may desire. Such Member shall have the right of appeal to the Association in General Meeting against any decision of the Executive Committee to cancel his membership.

SUBSCRIPTIONS AND GRANTS

11. Members shall pay such subscription as may from time to time be prescribed in the manner herein provided.

12. All annual subscriptions shall unless otherwise provided be deemed to run from the first day of April in each year, and shall be payable in advance.

13. Subscriptions shall be paid to the Secretary of the Association or to such other person as the Executive Committee shall from time to time prescribe.

14. The rates and conditions of payment of any subscription shall be fixed by the Executive Committee, and may be altered or varied from time to time by the Executive Committee subject to the approval of the Association in General Meeting.

15. Any Member whose subscription is in arrears for twelve months shall cease to be a Member but may be re-elected at the discretion of the Executive Committee on payment of all arrears and other payments (if any) due from him.

16. All subscriptions of Members and all other income of the Association and also all grants made to the Association not made for any particular specified purpose shall form part of the common funds of the Association, and may be applied in such manner and to such purpose as the Association in General Meeting or the Executive Committee exercising the powers of the Association which are vested in them shall from time to time determine.

GENERAL MEETINGS

17. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Subject as aforesaid the Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

19. The Executive Committee 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 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Executive Committee to form a quorum, any member of the Executive Committee or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

NOTICE OF GENERAL MEETINGS

20. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a

meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. Every such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets, the ordinary reports of the Executive Committee and Auditors, the announcement of the election of Officers and members of the Executive Committee in place of those retiring, the confirmation of the appointment of members of the Executive Committee and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two Members personally present shall be a quorum.

24. If within half an hour from the time appointed for

a meeting a quorum is not present, the meeting, if convened upon 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 to such other time and place as the Members present may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

25. Subject as hereinafter provided, the Chairman of the Executive Committee shall preside as Chairman at every General Meeting of the Association.

26. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Members present shall choose one of their number to be Chairman.

27. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28. 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 on the declaration of the result of, the show of hands) demanded by the Chairman or at least five Members present in person and entitled to vote or by a Member or Members present and representing not less than one-tenth of the total voting rights of all the Members entitled to vote at the meeting, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, 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 book of the proceedings 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.

29. Except as hereinafter in this Article or in Article 31 provided, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Provided always

that if the meeting at which a poll is demanded (or the Chairman of the meeting) shall so resolve, a poll upon any question other than the election of a Chairman or a question of adjournment shall be taken by means of a postal vote, the arrangements for which shall be conducted in accordance with such regulations as the Executive Committee shall from time to time prescribe.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

31. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. Subject to the proviso to Article 29 hereof a poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

32. In addition to General Meetings of the Association the Executive Committee may from time to time, as and when they think fit, arrange at the expense of the Association public meetings, training courses, examinations, deputations and conferences in furtherance of the work and objects of the Association at which not only Members but also any other person in sympathy with or interested or likely to become interested in such work and objects may be invited to attend, provided that no such public meeting shall be deemed to be a General Meeting of the Association.

VOTES OF MEMBERS AT MEETINGS

33. (a) Unless a poll is demanded, votes shall be given personally, and each person present and entitled to vote shall have one vote.

(b) If a poll is demanded, votes shall be given by a signed paper and each Member shall have one vote.

34. No Member shall be entitled to vote at any General Meeting unless all subscriptions and other sums (if any) payable to the Association by him shall have been paid.

THE EXECUTIVE COMMITTEE

35. Until otherwise determined by a General Meeting the Executive Committee shall normally be comprised of not less than six or more than eleven persons, who shall be elected or appointed in accordance with the provisions of these Articles.

CHAIRMAN OF THE EXECUTIVE COMMITTEE

36. At each meeting of the Executive Committee subsequent to each Annual General Meeting of the Association the Executive Committee shall elect from amongst its members a Chairman, who shall hold office until the end of the next Annual General Meeting of the Association.

ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

37. Members of the Executive Committee shall be elected by Members of the Association in the following manner:

(a) The Museum Members and the Area Council Members respectively shall be treated as separate classes of Members, and except as otherwise hereinafter provided only they shall have the right of participating in the election or continuance in office of the Members of the Executive Committee.

(b) Members of the above-mentioned two classes shall be at liberty without regard to the provisions of Section 185 of the Act (which shall be deemed not to apply under these Articles) to nominate in writing any person to serve as a member of the Executive Committee. Each nomination shall have annexed thereto a statement signed by the candidate of his willingness to act.

(c) The name of each candidate so nominated together with the name of his proposer shall be sent in writing to the Secretary of the Association so as to reach him at least 14 days before the Annual General Meeting.

(d) Separate ballots will be held to elect members of the Executive Committee from those nominations made by Museum Members and those made by Area Council Members respectively.

(e) At each Annual General Meeting of the Association the Secretary shall distribute to the Members present a list of the retiring members of the Executive Committee and a list of the candidates nominated by each class respectively with their proposers' names, together with separate ballot papers containing in alphabetical order the names of the candidates nominated by each of the respective classes of Members. All Members shall be entitled to cast such number of votes in the ballots for the candidates nominated by each class of Members as there are vacancies to be filled by nominees of such class. All votes are to be cast on the ballot paper will be invalid. The completed ballot papers will be returned to the Secretary and the result of the election announced at the Meeting.

(f) In the event of insufficient members being elected to fill every vacancy, the Executive Committee may appoint a person to fill each vacancy remaining.

(g) If two or more candidates together exceeding the number of vacancies in their class of Members on the Executive Committee remaining to be filled in reducing order of votes cast obtain an equal number of votes in the same ballot, the Chairman of the Annual General Meeting shall have the right to select from such candidates the candidate or candidates to be appointed to the Executive Committee.

38. At the first Annual General Meeting of the Association six members of the Executive Committee shall be elected. Three of these shall be elected from those persons nominated by the Museum Members, and three shall be elected from those persons nominated by the Area Council Members. At each subsequent Annual General Meeting of the Association one-third of the members of the Executive Committee or, if the number of such members is not three or a multiple of three, then the number nearest to, but not greater than, one-third shall retire from office. The members retiring shall as far as possible be taken in equal proportions from those nominated by each of the two separate classes of Members respectively; subject to this provision, the persons to retire as aforesaid on any occasion, shall, unless the members of the Executive Committee otherwise agree among themselves, be those who have been longest in office. As between two or more who have been in office the same length of time, the member or members to retire shall, in default of agreement between them, be determined by lot. Each retiring member shall be replaced by a person nominated by the same class of Members as the class of which the retiring member was a nominee. The length of time during which a member has been in office shall be computed from his last election or appointment. A retiring member shall not be eligible for re-election before the Annual General Meeting next succeeding that at which he retires.

39. The Association may from time to time by Ordinary Resolution increase or reduce the number of members of the Executive Committee, and may also determine in what rotation the increased or reduced number is to go out of office and may make the appointments necessary for effecting any such increase.

40. Any vacancy occurring in the Executive Committee between elections may be filled by the Executive Committee, but the person so chosen shall be subject to retirement at the same time as if he had been elected on the day on which the member in whose place he is appointed was last elected.

41. The Executive Committee shall have power from time to time to co-opt a person as a co-opted member of the

Executive Committee, who shall retire from office at the next Annual General Meeting. But the Annual General Meeting shall have power by Ordinary Resolution to confirm such appointment for a further period not exceeding that recommended by the Executive Committee in each case. The number of such co-opted members shall not be more than five.

42. The Association may, by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the Act, remove any member before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall retire at the same time as he would if he had been elected on the day on which the member in whose place he is appointed was last elected.

43. Staff employed by the Association shall have the right to nominate one of themselves to attend and speak at meetings of the Executive Committee, but such nominee shall not be entitled to vote at such meetings.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

44. The business of the Association shall be managed by the Executive Committee, who may exercise all such powers of the Association as are not by the Act, or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act and of these Articles, and to such Rules, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no Rule made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that Rule had not been made.

45. The Executive Committee shall cause Minutes to be made in books provided for the purpose:

(a) Of all appointments of staff made by the Executive Committee;

(b) Of the names of those present at each meeting of the Executive Committee and of any Committee of the Executive Committee; and

(c) Of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee and of Committees of the Executive Committee.

Every member present at any meeting of the Executive Committee or Committee of the Executive Committee shall sign his name in an attendance book.

BORROWING POWERS

46. The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and 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.

THE SEAL

47. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or a Committee of the Executive Committee authorised by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary of the Association or by a second member or by some other person appointed by the Executive Committee for the purpose.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

48. A member shall vacate his place on the Executive Committee and any office he may hold in the Association if he:

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(b) becomes of unsound mind;

(c) resigns his office by notice in writing to the Association;

(d) is removed from office in accordance with the provisions of Article 42 hereof;

(e) becomes prohibited from being a member of the Executive Committee by reason of any court order made under the statutes;

(f) is directly or indirectly interested in any contract with the Association and fails to declare his interest in the manner required by Section 199 of the Act.

A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout; and if he does so vote his vote shall not be counted. The provisions of this Article shall be without prejudice to the provisions of Clause 4 of the Memorandum of Association of the Association.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

49. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall (unless otherwise provided by these Articles) be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A member may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by its members, and unless so fixed shall be two.

51. Members may act notwithstanding any vacancy in their body, but, if their number is less than that fixed as the necessary quorum for a meeting of the Executive Committee, they may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Association, but for no other purpose.

52. The Chairman of the Executive Committee shall preside at meetings of the Committee but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members may choose one of their number to be Chairman of the meeting.

53. The Executive Committee may delegate any of their powers to any other Committees consisting of such members of the Executive Committee or Members of the Association as they think fit; any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Committee.

54. A Committee may elect a chairman of its meetings; if no such chairman is elected, the members present may choose one of their number to be chairman of the meeting.

55. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall (unless otherwise provided by these Articles) 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.

56. All acts done pursuant to any meeting of the Executive Committee or of a Committee of the Executive Committee, or by any person acting as a member of the

Executive Committee, shall, notwithstanding that 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 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.

57. A resolution in writing, signed by all members for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

SECRETARY

58. The Secretary shall be appointed by the Executive Committee for such term, and, subject to the provisions of Clause 4 of the Memorandum of Association, 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 177 and 179 of the Act shall apply and be observed.

FINANCE

59. All subscriptions, donations, grants, and other moneys received by the Association shall, as soon as possible after receipt thereof, be paid into the account of the Association at its bank.

60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

REGULATIONS

61. The Executive Committee shall have power from time to time to make such regulations for any of the purposes provided in these Articles and for determining and regulating the admission of Members and the privileges to be enjoyed by Members in respect of the services and facilities provided by the Association or otherwise in furtherance of or in reference to the purposes and work of the Association as they may consider necessary or expedient. Provided that no such regulation shall have any validity or effect if and so far as it is repugnant to the Memorandum or Articles of Association, or involves any alteration of or addition to these Articles which could only lawfully be made by Special Resolution or if it provides for any matter which ought by

statute or by these Articles to be provided for by a Special or other Resolution of the Association. The Executive Committee may from time to time (subject as aforesaid) revoke, alter, or add to any such regulation.

ACCOUNTS AND AUDIT

62. The Executive Committee shall cause accounting records to be kept in accordance with Section 12 of the 1976 Act.

63. The accounting records shall be kept at the Registered Office of the Association, or subject to Section 12(6) and (7) of the 1976 Act at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.

64. The Association in General Meeting 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 members of the Executive Committee) and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.

65. The Executive Committee shall from time to time, in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the 1976 Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those sections. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 14 of the 1967 Act.

66. 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 Auditor's report and the report of the Executive Committee, shall not less than twenty-one clear days before the date of the meeting be sent to every Member of, and every holder of debentures in the Association who is entitled to receive notices of general meetings. Provided that this Article shall not require a copy of those documents to be sent to any debenture holder of whose address the Association is not aware or to more than one of the joint holders of any debentures.

67 Auditors shall be appointed and their duties

regulated in accordance with Section 161 of the Act, Section 14 of the 1967 Act, and Sections 13 to 18 of the 1975 Act, the members of the Executive Committee being treated as the Directors mentioned in those Sections.

NOTICES

68. A notice may be given by the Association to any Member either personally or by sending it by post addressed to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him in writing to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a letter containing the notice, and to have been effected on the day following that on which the letter containing the same is posted.

69. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

(b) the Auditor for the time being of the Association;
and

(c) every member of the Executive Committee.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

70. Subject to the provisions of Section 205 of the Act every member of the Executive Committee, the Secretary, Treasurer, Auditor and every other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Committee out of the funds of the Association to pay, all costs, losses, and expenses, which any such member of the Executive Committee, officer or servant may incur or be liable to pay by reason of any contract entered into or act or thing done by him in good faith, as such member of the Executive Committee, officer or servant, or in any way in the discharge of his duties (including travelling or subsistence expenses), and the Executive Committee may give to any member of the Executive Committee, officer or servant of the Association who has incurred or may be about to incur any liability at the request of the Association such security by way of indemnity as may seem expedient.

WINDING-UP

71. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Association shall apply and have effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Dr. Jonathan Cutbill
National Maritime Museum
Greenwich
London S.E.10.

2. John Anthony Hall
British Museum
London W.C.1.

DATED the 25th day of January 1977

WITNESS to the above Signatures

Dr. David Williams
British Museum (Natural History)
Cromwell Road
London S.W.7.

1300565

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APPENDIX 2

MDA Annual General Meeting

7 October 1980

Agenda item 5

MUSEUM DOCUMENTATION ASSOCIATION

SPECIAL RESOLUTION

THAT, subject to the approval of the Department of Trade and the Charity Commissioners, the Article of Association of the Company be and they hereby are amended as follows:-

1. By the deletion of the last sentence of Article 38 and by the substitution therefor of the following:-

"A retiring member shall be eligible for re-election."

I certify that this special resolution is correct

DA Roberts
Company Secretary

8 October 1980

Company No. 1300565

23
The Companies Acts 1948-1980

Company Limited by Shares

Special Resolutions pursuant to Section 141 of the Companies Act 1948 of

THE MUSEUM DOCUMENTATION ASSOCIATION

Passed the 13 day of October 1981

At the Annual General Meeting of the members of the above-named Company, duly convened and held at The Tate Gallery, London, on the 13 day of October 1981 the following Special Resolutions were duly passed:

SPECIAL RESOLUTIONS

- (A) That the Memorandum of Association of the Company be altered as follows-
- (1) by deleting the words 'Department of Trade and the' in clause 5
- (B) That the Articles of Association of the Association be altered as follows-
- (1) by deleting the number '7' in Article 71 and substituting the number '8' therefore

Certified to have been approved

D.A. Roberts

D.A. Roberts
Secretary to the Association

19 Oct 1981



Company No. 1300565

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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

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Special Resolution
of
THE MUSEUM DOCUMENTATION ASSOCIATION
(passed the 29 day of October 1985)

At the Annual General Meeting of the members of the above-named Company duly convened and held at the Victoria and Albert Museum, London, on the 29 day of October 1985 the following Special Resolution was duly passed:

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by deleting the existing Article 36 and ^{adding} ~~addition~~ the following new Article 36:

"At each meeting of the Executive Committee subsequent to each Annual General Meeting of the Association the Executive Committee shall elect from amongst its members a Chairman and a Vice-Chairman, each of whom shall hold office until the end of the next Annual General Meeting of the Association."

DAR Sherk

SECRETARY



1300565

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MEMORANDUM AND ARTICLES
OF
ASSOCIATION
OF
THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED



THE COMPANIES ACTS 1948 to 1976

MEMORANDUM OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

A Company limited by Guarantee and not having a share capital
and incorporated on 28th day of February 1977



*Amended by Special Resolution passed 2nd October 1979

1. The name of the company (hereinafter called "the Association") is "The Museum Documentation Association Limited".

2. The Registered Office of the Association will be situate in England.

3. The Objects for which the Association is established are:-

- (a) To promote the development of museums and similar organisations as sources of information by all appropriate methods and to do all such other things as are incidental or conducive to the attainment of this object and in particular:
 - (i) to research and develop methods of documenting collections, managing these and other sources of data, and of retrieving information from them;
 - (ii) to provide training facilities in such methods;
 - (iii) to form, collect, collate, and publish and sell (in the form of transactions, journals, leaflets, or otherwise) information of service or of interest to the members of the Association, and to the general public, or calculated to promote the objects of the Association;
 - (iv) to advise and assist museums and similar organisations on particular problems;
 - (v) to provide liaison with other relevant bodies.
- (b) To purchase, take on lease or in exchange, hire, take by devise, legacy or gift, or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, maintain, or alter any buildings or erections necessary or convenient for the purposes of the Association.
- (c) To sell, lease, exchange, mortgage, dispose of, develop and turn to account or otherwise deal with all or any part of the property and rights for the time being of the Association for such consideration in money or otherwise and upon such terms as the Association shall deem expedient in furtherance of its objects.
- (d) To borrow or raise money at interest upon banking account or otherwise by the issue of or upon Bonds, Debentures, bills of exchange, promissory notes, or other obligations or securities of the Association.
- (e) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

- (f) 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.
- (g) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions, subscriptions, and donations of money to the funds of the Association, or gifts, devises, or bequests of property of any kind for the Association or purposes of the Association, and to receive and deal with any such money or property (subject to any trust terms or conditions imposed by the donors thereof) for any of the objects of the Association as may seem expedient.
- (h) To effect and keep up any insurance against risk, loss or liability, to which the Association may be subject.
- (i) To pay the expenses of and incidental to the formation and incorporation of the Association.
- (j) To apply for and take all necessary steps to obtain any Statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the Association and to defray the costs and expenses involved.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of any of the objects hereinbefore mentioned.

Provided that 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;

Provided also that 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 Executive Committee of the Association shall be chargeable for such property as 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 Executive Committee 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 Executive Committee, 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. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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 howsoever by way of profit, to members of the Association and no member of its Executive Committee or Governing Body 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 the distribution of copies of the journal of the Association gratis amongst the subscribing members of the Association, nor shall it prevent any payment in good faith by the Association:-

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

5. No addition, alteration or amendment shall be made to or in the Regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Department of Trade and the Charity Commissioners.

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 its 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 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 the aforesaid provision, then to some other charitable object.

We, the persons whose names and addresses are subscribed
are desirous of being formed into a company, in pursuance
of this Memorandum of Association

1. Dr. Jonathan Cutbill
National Maritime Museum
Greenwich
London S.E.10.

2. John Anthony Hall
British Museum
London W.C.1.

DATED the 25th day of January 1977

WITNESS to the above Signatures

Dr. David Williams
British Museum (Natural History)
Cromwell Road
London S.W.7.

THE COMPANIES ACTS 1946 to 1976

ARTICLES OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION LIMITED

A Company limited by Guarantee and not having a share capital
and incorporated on 28th day of February 1977



PRELIMINARY

1. In these Articles, unless there is something in the context inconsistent therewith:

"The Association", shall mean The Museum Documentation Association Limited above named;

"Museum", shall mean a Museum or Art Gallery or Kindred Institution;

"The Executive Committee", shall mean the members for the time being of the Executive Committee constituted hereunder;

"Member", shall mean any Member of the Association for the time being;

"Month", shall mean calendar month;

"Person", shall be taken to mean any individual, body or association, whether incorporated or unincorporated;

"These Articles", shall mean the Articles of Association of the Association for the time being in force;

"The Seal", means the common seal of the Company;

"Secretary", means any person appointed to perform the duties of Secretary of the Company;

"The Act", means the Companies Act 1948;

"The 1967 Act", means the Companies Act 1967;

"The 1976 Act", means the Companies Act 1976;

"The Statutes", means the Companies Acts 1948 to 1976 and every statutory modification or re-enactment thereof for the time being in force;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

2. For the purposes of registration the number of Members of the Association is declared not to exceed 50, but the Executive Committee may, whenever they think fit, register an increase of Members.

3. These Articles shall be construed with reference to the Statutes and terms used in these Articles shall,

(whenever the context so admits), be taken as having the same respective meanings as they have when used in the Statutes.

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

MEMBERSHIP

5. (i) Members shall comprise:-

(a) Museums financed directly by H.M. Government ("Museum Members").

(b) Area Museum Councils. ("Area Council Members")

(c) Any other Person to whom the Association may hereafter extend membership by way of an Ordinary Resolution passed in General Meeting.

(ii) The Executive Committee shall be entitled to accept the certificate in the form below, or in a similar form approved by the Executive Committee, that the person to whom the form relates is duly qualified to serve as a representative of the Members of the Association referred to in (i) above

FORM OF CERTIFICATE

I hereby certify that the Committee/Trustees of ("The Museum") have nominated (name of nominee) to represent the Museum at all meetings of the Museum Documentation Association Limited ("the Association") and to exercise all rights accorded to Members by the Articles of Association of the Association.

6. Each Member other than an individual shall be entitled to appoint three representatives to attend Meetings of the Association, but shall appoint one of these only to vote at such Meetings.

7. The persons whose names were on the date of the adoption of these Articles entered in the Register of Members of the Association, and such other persons as shall be admitted to membership in accordance with the provisions of the Articles, shall be or become Members of the Association.

8. No person shall be admitted as a Member of the Association unless he shall make application in accordance with the regulations for the time being in force and shall be approved by the Executive Committee who shall have absolute discretion as to the admission of any person to membership of the Association.

9. Any Member may resign his membership on giving six months' notice in writing of his intention so to do, addressed to the Secretary at the registered office of the Association, and at the date of the expiration of such notice he shall cease to be a Member and shall forfeit all privileges and services provided by the Association but he shall continue liable to pay any subscription due up to that date, and his liability under Clause 6 of the Memorandum of Association to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date.

10. The Executive Committee may by resolution passed by a two-thirds majority of its members present at an Executive Committee meeting cancel the membership of any Member on the grounds that they consider him unfit or unsuitable for any reason to continue as a Member, and such Member shall, upon the passing of such a resolution, immediately cease to be a Member and shall forfeit all right to privileges and services afforded or provided by the Association. Provided always that at least seven clear days previous notice in writing shall be sent or given to the Member in question notifying the intention to consider the question of cancelling his membership, and such Member shall, in any case, have a reasonable opportunity of appearing in person before the Executive Committee, or any Sub-committee to which the Executive Committee may refer the matter for investigation and report, and of making such statement as he may desire. Such Member shall have the right of appeal to the Association in General Meeting against any decision of the Executive Committee to cancel his membership.

SUBSCRIPTIONS AND GRANTS

11. Members shall pay such subscription as may from time to time be prescribed in the manner herein provided.

12. All annual subscriptions shall unless otherwise provided be deemed to run from the first day of April in each year, and shall be payable in advance.

13. Subscriptions shall be paid to the Secretary of the Association or to such other person as the Executive Committee shall from time to time prescribe.

14. The rates and conditions of payment of any subscription shall be fixed by the Executive Committee, and may be altered or varied from time to time by the Executive Committee subject to the approval of the Association in General Meeting.

15. Any Member whose subscription is in arrears for twelve months shall cease to be a Member but may be re-elected at the discretion of the Executive Committee on payment of all arrears and other payments (if any) due from him.

16. All subscriptions of Members and all other income of the Association and also all grants made to the Association not made for any particular specified purpose shall form part of the common funds of the Association, and may be applied in such manner and to such purpose as the Association in General Meeting or the Executive Committee exercising the powers of the Association which are vested in them shall from time to time determine.

GENERAL MEETINGS

17. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Subject as aforesaid the Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

19. The Executive Committee 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 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Executive Committee to form a quorum, any member of the Executive Committee or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

NOTICE OF GENERAL MEETINGS

20. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a

meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. Every such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets, the ordinary reports of the Executive Committee and Auditors, the announcement of the election of Officers and members of the Executive Committee in place of those retiring, the confirmation of the appointment of members of the Executive Committee and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two Members personally present shall be a quorum.

24. If within half an hour from the time appointed for

a meeting a quorum is not present, the meeting, if convened upon 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 to such other time and place as the Members present may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

25. Subject as hereinafter provided, the Chairman of the Executive Committee shall preside as Chairman at every General Meeting of the Association.

26. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Members present shall choose one of their number to be Chairman.

27. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28. 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 on the declaration of the result of, the show of hands) demanded by the Chairman or at least five Members present in person and entitled to vote or by a Member or Members present and representing not less than one-tenth of the total voting rights of all the Members entitled to vote at the meeting, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, 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 book of the proceedings 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.

29. Except as hereinafter in this Article or in Article 31 provided, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Provided always

that if the meeting at which a poll is demanded (or the Chairman of the meeting) shall so resolve, a poll upon any question other than the election of a Chairman or a question of adjournment shall be taken by means of a postal vote, the arrangements for which shall be conducted in accordance with such regulations as the Executive Committee shall from time to time prescribe.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

31. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. Subject to the proviso to Article 29 hereof a poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

32. In addition to General Meetings of the Association the Executive Committee may from time to time, as and when they think fit, arrange at the expense of the Association public meetings, training courses, examinations, deputations and conferences in furtherance of the work and objects of the Association at which not only Members but also any other person in sympathy with or interested or likely to become interested in such work and objects may be invited to attend, provided that no such public meeting shall be deemed to be a General Meeting of the Association.

VOTES OF MEMBERS AT MEETINGS

33. (a) Unless a poll is demanded, votes shall be given personally, and each person present and entitled to vote shall have one vote.

(b) If a poll is demanded, votes shall be given by a signed paper and each Member shall have one vote.

34. No Member shall be entitled to vote at any General Meeting unless all subscriptions and other sums (if any) payable to the Association by him shall have been paid.

THE EXECUTIVE COMMITTEE

35. Until otherwise determined by a General Meeting the Executive Committee shall normally be comprised of not less than six or more than eleven persons, who shall be elected or appointed in accordance with the provisions of these Articles.

CHAIRMAN OF THE EXECUTIVE COMMITTEE

* 36. At each meeting of the Executive Committee subsequent to each Annual General Meeting of the Association the Executive Committee shall elect from amongst its members a Chairman ^{and a Vice Chairman, each of whom} and shall hold office until the end of the next Annual General Meeting of the Association.

ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

37. Members of the Executive Committee shall be elected by Members of the Association in the following manner:

(a) The Museum Members and the Area Council Members respectively shall be treated as separate classes of Members, and except as otherwise hereinafter provided only they shall have the right of participating in the election or continuance in office of the Members of the Executive Committee.

(b) Members of the above-mentioned two classes shall be at liberty without regard to the provisions of Section 185 of the Act (which shall be deemed not to apply under these Articles) to nominate in writing any person to serve as a member of the Executive Committee. Each nomination shall have annexed thereto a statement signed by the candidate of his willingness to act.

(c) The name of each candidate so nominated together with the name of his proposer shall be sent in writing to the Secretary of the Association so as to reach him at least 14 days before the Annual General Meeting.

(d) Separate ballots will be held to elect members of the Executive Committee from those nominations made by Museum Members and those made by Area Council Members respectively.

(e) At each Annual General Meeting of the Association the Secretary shall distribute to the Members present a list of the retiring members of the Executive Committee and a list of the candidates nominated by each class respectively with their proposers' names, together with separate ballot papers containing in alphabetical order the names of the candidates nominated by each of the respective classes of Members. All Members shall be entitled to cast such number of votes in the ballots for the candidates nominated by each class of Members as there are vacancies to be filled by nominees of such class. All votes are to be cast on the ballot paper will be invalid. The completed ballot papers will be returned to the Secretary and the result of the election announced at the Meeting.

* amendment inserted by Special Resolution passed 29th October 1985

(f) In the event of insufficient members being elected to fill every vacancy, the Executive Committee may appoint a person to fill each vacancy remaining.

(g) If two or more candidates together exceeding the number of vacancies in their class of Members on the Executive Committee remaining to be filled in reducing order of votes cast obtain an equal number of votes in the same ballot, the Chairman of the Annual General Meeting shall have the right to select from such candidates the candidate or candidates to be appointed to the Executive Committee.

38. At the first Annual General Meeting of the Association six members of the Executive Committee shall be elected. Three of these shall be elected from those persons nominated by the Museum Members, and three shall be elected from those persons nominated by the Area Council Members. At each subsequent Annual General Meeting of the Association one-third of the members of the Executive Committee or, if the number of such members is not three or a multiple of three, then the number nearest to, but not greater than, one-third shall retire from office. The members retiring shall as far as possible be taken in equal proportions from those nominated by each of the two separate classes of Members respectively; subject to this provision, the persons to retire as aforesaid on any occasion, shall, unless the members of the Executive Committee otherwise agree among themselves, be those who have been longest in office. As between two or more who have been in office the same length of time, the member or members to retire shall, in default of agreement between them, be determined by lot. Each retiring member shall be replaced by a person nominated by the same class of Members as the class of which the retiring member was a nominee. The length of time during which a member has been in office shall be computed from his last election or appointment. A retiring member shall not be eligible for re-election before the Annual General Meeting next succeeding that at which he retires.

39. The Association may from time to time by Ordinary Resolution increase or reduce the number of members of the Executive Committee, and may also determine in what rotation the increased or reduced number is to go out of office and may make the appointments necessary for effecting any such increase.

40. Any vacancy occurring in the Executive Committee between elections may be filled by the Executive Committee, but the person so chosen shall be subject to retirement at the same time as if he had been elected on the day on which the member in whose place he is appointed was last elected.

41. The Executive Committee shall have power from time to time to co-opt a person as a co-opted member of the

Executive Committee, who shall retire from office at the next Annual General Meeting. But the Annual General Meeting shall have power by Ordinary Resolution to confirm such appointment for a further period not exceeding that recommended by the Executive Committee in each case. The number of such co-opted members shall not be more than five.

42. The Association may, by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the Act, remove any member before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall retire at the same time as he would if he had been elected on the day on which the member in whose place he is appointed was last elected.

43. Staff employed by the Association shall have the right to nominate one of themselves to attend and speak at meetings of the Executive Committee, but such nominee shall not be entitled to vote at such meetings.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

44. The business of the Association shall be managed by the Executive Committee, who may exercise all such powers of the Association as are not by the Act, or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act and of these Articles, and to such Rules, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no Rule made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that Rule had not been made.

45. The Executive Committee shall cause Minutes to be made in books provided for the purpose:

(a) Of all appointments of staff made by the Executive Committee;

(b) Of the names of those present at each meeting of the Executive Committee and of any Committee of the Executive Committee; and

(c) Of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee and of Committees of the Executive Committee.

Every member present at any meeting of the Executive Committee or Committee of the Executive Committee shall sign his name in an attendance book.

BORROWING POWERS

46. The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and 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.

THE SEAL

47. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or a Committee of the Executive Committee authorised by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary of the Association or by a second member or by some other person appointed by the Executive Committee for the purpose.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

48. A member shall vacate his place on the Executive Committee and any office he may hold in the Association if he:

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(b) becomes of unsound mind;

(c) resigns his office by notice in writing to the Association;

(d) is removed from office in accordance with the provisions of Article 42 hereof;

(e) becomes prohibited from being a member of the Executive Committee by reason of any court order made under the statutes;

(f) is directly or indirectly interested in any contract with the Association and fails to declare his interest in the manner required by Section 199 of the Act.

A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout; and if he does so vote his vote shall not be counted. The provisions of this Article shall be without prejudice to the provisions of Clause 4 of the Memorandum of Association of the Association.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

49. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall (unless otherwise provided by these Articles) be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A member may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by its members, and unless so fixed shall be two.

51. Members may act notwithstanding any vacancy in their body, but, if their number is less than that fixed as the necessary quorum for a meeting of the Executive Committee, they may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Association, but for no other purpose.

52. The Chairman of the Executive Committee shall preside at meetings of the Committee but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members may choose one of their number to be Chairman of the meeting.

53. The Executive Committee may delegate any of their powers to any other Committees consisting of such members of the Executive Committee or Members of the Association as they think fit; any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Committee.

54. A Committee may elect a chairman of its meetings; if no such chairman is elected, the members present may choose one of their number to be chairman of the meeting.

55. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall (unless otherwise provided by these Articles) 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.

56. All acts done pursuant to any meeting of the Executive Committee or of a Committee of the Executive Committee, or by any person acting as a member of the

Executive Committee, shall, notwithstanding that 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 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.

57. A resolution in writing, signed by all members for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

SECRETARY

58. The Secretary shall be appointed by the Executive Committee for such term, and, subject to the provisions of Clause 4 of the Memorandum of Association, 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 177 and 179 of the Act shall apply and be observed.

FINANCE

59. All subscriptions, donations, grants, and other moneys received by the Association shall, as soon as possible after receipt thereof, be paid into the account of the Association at its bank.

60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

REGULATIONS

61. The Executive Committee shall have power from time to time to make such regulations for any of the purposes provided in these Articles and for determining and regulating the admission of Members and the privileges to be enjoyed by Members in respect of the services and facilities provided by the Association or otherwise in furtherance of or in reference to the purposes and work of the Association as they may consider necessary or expedient. Provided that no such regulation shall have any validity or effect if and so far as it is repugnant to the Memorandum or Articles of Association, or involves any alteration of or addition to these Articles which could only lawfully be made by Special Resolution or if it provides for any matter which ought by

Statute or by these Articles to be provided for by a Special or other Resolution or the Association. The Executive Committee may from time to time (subject as aforesaid) revoke, alter, or add to any such regulation.

ACCOUNTS AND AUDIT

62. The Executive Committee shall cause accounting records to be kept in accordance with Section 12 of the 1976 Act.

63. The accounting records shall be kept at the Registered Office of the Association, or subject to Section 12(6) and (7) of the 1976 Act at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.

64. The Association in General Meeting 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 members of the Executive Committee) and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.

65. The Executive Committee shall from time to time, in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the 1976 Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those sections. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 14 of the 1967 Act.

66. 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 Auditor's report and the report of the Executive Committee, shall not less than twenty-one clear days before the date of the meeting be sent to every Member of, and every holder of debentures in the Association who is entitled to receive notices of general meetings. Provided that this Article shall not require a copy of those documents to be sent to any debenture holder of whose address the Association is not aware or to more than one of the joint holders of any debentures.

67. Auditors shall be appointed and their duties

regulated in accordance with Section 161 of the Act, Section 14 of the 1967 Act, and Sections 13 to 18 of the 1976 Act, the members of the Executive Committee being treated as the Directors mentioned in those Sections.

NOTICES

68. A notice may be given by the Association to any Member either personally or by sending it by post addressed to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him in writing to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a letter containing the notice, and to have been effected on the day following that on which the letter containing the same is posted.

69. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

(b) the Auditor for the time being of the Association; and

(c) every member of the Executive Committee.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

70. Subject to the provisions of Section 205 of the Act every member of the Executive Committee, the Secretary, Treasurer, Auditor and every other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Committee out of the funds of the Association to pay, all costs, losses, and expenses, which any such member of the Executive Committee, officer or servant may incur or be liable to pay by reason of any contract entered into or act or thing done by him in good faith, as such member of the Executive Committee, officer or servant, or in any way in the discharge of his duties (including travelling or subsistence expenses), and the Executive Committee may give to any member of the Executive Committee, officer or servant of the Association who has incurred or may be about to incur any liability at the request of the Association such security by way of indemnity as may seem expedient.

WINDING-UP

71. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Association shall apply and have effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Dr. Jonathan Cutbill
National Maritime Museum
Greenwich
London S.E.10.

2. John Anthony Hall
British Museum
London W.C.1.

DATED the 25th day of January 1977

WITNESS to the above Signatures

Dr. David Williams
British Museum (Natural History)
Cromwell Road
London S.W.7.

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

- of -

THE MUSEUM DOCUMENTATION ASSOCIATION

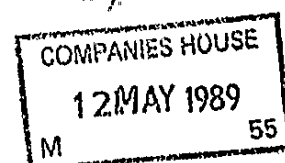
COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

At a Meeting of the above-named Company held on 29th September 1987, the following Resolutions were passed as Special Resolutions:-

- (1)(a) THAT: new Articles of Association be adopted in the form of the draft attached to this Notice and marked "A" for the purpose of identification; and
- (b) THAT: the Memorandum of Association be altered so that any reference to "the Executive Committee" or "the Members of the Executive Committee" be removed and be replaced by the words "the Board of Directors" and "Directors" respectively;
- (2)(a) THAT: (provided Resolution 1 is passed as a Special Resolution) all the present Members of the Executive Committee be removed from office.

.....*T. Doughty*.....
Chairman



THE COMPANIES ACT 1985

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION

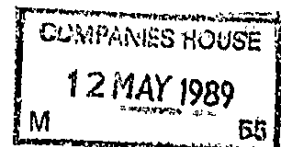
(as altered by Special Resolution
passed on 29th September 1987)

A Company limited by guarantee and not having a share capital

Incorporated 28th February 1977

Clifford Chance,
Blackfriars House,
19 New Bridge Street,
London EC4V 6BY.

Ref: SLC/JAQC



THE COMPANIES ACT 1985

MEMORANDUM OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION

1. The name of the company (hereinafter called "the Association") is "The Museum Documentation Association Limited".

2. The Registered Office of the Association will be situate in England.

3. The Objects for which the Association is established are:-

- (A) To promote the development of museums and similar organisations as sources of information, by all appropriate methods and to do all such other things as are coincidental or conducive to the attainment of this object and in particular:
 - (i) to research and develop methods of documenting collections, managing these and other sources of data, and of retrieving information from them;
 - (ii) to provide training facilities in such methods;
 - (iii) to form, collect, collate, and publish and sell (in the form of transactions, journals, leaflets, or otherwise) information of service or of interest to the members of the Association, and to the general public, or calculated to promote the objects of the Association;
 - (iv) to advise and assist museums and similar organisations on particular problems.
- (B) To purchase, take on lease or in exchange, hire, take by devise, legacy or gift, or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, maintain, or alter any buildings or erections necessary or convenient for the purposes of the Association.
- (C) To sell, lease, exchange, mortgage, dispose of, develop and turn to account or otherwise deal with all or any part of the property and rights for the time being of the Association for such consideration in money or otherwise and upon such terms as the Association shall deem expedient in furtherance of its objects.
- (D) To borrow or raise money at interest upon banking account or otherwise by the issue of or upon Bonds, Debentures, bills of exchange,

promissory notes, or other obligations or securities of the Association.

- (E) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (F) 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.
- (G) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions, subscriptions, and donations of money to the funds of the Association, or gifts, devises, or bequests of property of any kind for the Association or purposes of the Association, and to receive and deal with any such money or property (subject to any trust terms or conditions imposed by the donors thereof) for any of the objects of the Association as may seem expedient.
- (H) To effect and keep up any insurance against risk, loss or liability, to which the Association may be subject.
- (I) To pay the expenses of and incidental to the formation and incorporation of the Association.
- (J) To apply for and take all necessary steps to obtain any Statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the Association and to defray the costs and expenses involved.
- (K) To do all such other lawful things as are incidental or conducive to the attainment of any of the objects hereinbefore mentioned.

Provided that 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;

Provided also that 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 Board of Directors of the Association shall be chargeable for such property as 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 have been as such Board of Directors 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 Board of Directors, 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. In case the Association shall take or hold any property which may be subject to any

trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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 howsoever by way of profit, to members of the Association and no member of its Board of Directors 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 the distribution of copies of the journal of the Association gratis amongst the subscribing members of the Association, nor shall it prevent any payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board of Directors) for any services rendered to the Association;
- (B) of interest on money lent by any member of the Association or of its Board of Directors at a rate per annum not exceeding 2 percent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 percent, whichever is the greater;
- (C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Directors;
- (D) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors of the Association may also be a member holding not more than 1/100th part of the capital; and
- (E) to any member of its Board of Directors of out-of-pocket expenses.

5. No addition, alteration or amendment shall be made to the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners.

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 its 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

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 the aforesaid provision, then to some other charitable object.

We, the persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association.

1. Dr. Jonathan Cutbill,
National Maritime Museum,
Greenwich,
London S.E.10.
2. John Anthony Hall,
British Museum,
London W.C.1.

DATED the 25th day of January 1977

WITNESS to the above Signatures

Dr. David Williams,
British Museum (Natural History),
Cromwell Road,
London S.W.7.

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THE COMPANIES ACT 1985

ARTICLES OF ASSOCIATION
OF
THE MUSEUM DOCUMENTATION ASSOCIATION

PRELIMINARY

1. (A) In these Articles, unless there is something in the context inconsistent therewith:

"The Acts" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;

"The Articles" shall mean the Articles of Association of the Association for the time being in force;

"The Association" shall mean The Museum Documentation Association Limited;

"The Auditors" shall mean the auditors of the Association for the time being;

"The Board" shall mean the Board of Directors of the Association for the time being;

"Director" means any Member of the Board for the time being;

"Member" shall mean any Member of the Association for the time being;

"Month" shall mean calendar month;

"person" shall be taken to mean any individual, body or association, whether incorporated or not incorporated;

"Representative" shall mean the representative of a Member, appointed under the terms of these Articles;

"The Seal" means the Common Seal of the Association;

"Secretary" means any person appointed to perform the duties of Secretary of the Association.

(B) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing,

lithographs, photography, and other modes of representing or reproducing words in a visible form.

(C) These Articles shall be construed with reference to the Act and terms used in these Articles shall, (whenever the context so admits), be taken as having the same respective meanings as they have when used in the Act.

MEMBERSHIP

2. The Members shall comprise the persons whose names appear on the Register of Members at the time of the adoption of these Articles and persons who from time to time fall within one or more of the prescribed classes of Members set out in Regulation 3 below, who are approved by the Board and whose names appear on the Register of Members of the Association.

3. For the purpose of these Articles the following shall be taken to be the prescribed classes of Members:

- (a) Museums financed directly by H.M. Government ("the National Museum Members");
- (b) The Area Museum Councils ("the Area Museum Council Members");
- (c) The Museum and Galleries Commission ("the Commission");
- (d) United Kingdom Government Departments ("the Department Members");
- (e) Any regional Federation of Museums and Art Galleries ("the Federation Members");
- (f) Any specialist group of curators or like persons ("the Specialist Members");
- (g) Any other persons who the Board may from time to time approve ("the Special Category Members") provided that the number of such Members shall at no time exceed five (5).

4. (A) The Board shall have absolute discretion in determining whether a person falls within a prescribed class of Member and in deciding whether a person is to be approved for the purposes of Regulation 2 above and shall be under no obligation to give reasons for any such decision.

(B) No person shall be admitted as a Member unless he shall make application in accordance with the Regulations for the time being in force, provided always that such application shall contain an agreement by him to be bound by the provisions of the Memorandum and Articles of Association of the Association.

(C) Membership shall not be transferable, (and in the case of an individual shall cease on death).

5. Any Member may resign his membership on giving six months notice in writing of his intention so to do, addressed to the Secretary at the Registered Office of the Association and at the date of the expiration of such notice he shall cease to be a Member but his liability under Clause 7 of the Memorandum of Association to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date.

6. The Board may by resolution passed by a two-thirds majority of its members present at a Board Meeting cancel the membership of any Member on the grounds that they consider him unfit or unsuitable for any reason to continue as a Member, and such Member shall, upon the passing of such a Resolution, immediately cease to be a Member. Provided always that at least 7 clear days previous notice in writing shall be sent or given to the Member in question, notifying the intention to consider the question of cancelling his membership, and such a Member shall, in any case, have a reasonable opportunity of appearing in person before the Board or any sub-committee to which the Board may refer the matter for an investigation and report, and of making such statements as he may desire. Such Member shall have the right of appeal to the Association in a General Meeting against any decision of the Board to cancel his membership.

If the membership of any Member is cancelled his liability under Clause 7 of the Memorandum of Association to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date.

GENERAL MEETINGS

7. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Subject as aforesaid the Annual General Meeting shall be held at such time and place as the Board shall appoint.

8. (A) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(B) The Board may whenever it thinks fit convene an Extraordinary General Meeting.

9. The Board on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any Member of the Association may call a General Meeting.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days notice in writing at the least, and a Meeting of the Association other than an Annual General

Meeting or a Meeting for the passing of a Special Resolution shall be called by 14 days notice in writing at the least. Every such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and the hour of meeting and, in the case of Special Business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in a General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association.

Provided that a Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to be duly called if it is so agreed;

- (a) In the case of an Annual General Meeting by all the Members entitled to attend and vote thereat and
- (b) In the case of any other meeting by a majority in number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.

11. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive such notice shall not invalidate the proceedings at any Meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets, the ordinary reports of the Board and Auditors, the announcement of the election of officers in place of those retiring, the confirmation of the appointment of Directors to the Board and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, five Members personally present shall be a quorum.

14. If within half an hour from the time appointed for a Meeting a quorum is not present, the Meeting, if convened upon 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 to such other time and place as the Members present may determine, and if at the adjourned Meeting the quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

15. Subject as hereinafter provided, the Chairman of the Board shall preside as Chairman of every General Meeting of the Association.

16. If there is no such Chairman, or if at any Meeting he is not present within 15 minutes after the time appointed for holding the Meeting,

or is unwilling to act as Chairman, the Members present shall choose one of their number to be Chairman.

17. The Chairman may, with the consent of any Meeting in 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 the business left unfinished at the Meeting from which the adjournment took place.

When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

18. 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 on the declaration of the result of, the show of hands) demanded by the Chairman, or at least five Members present in person and entitled to vote or by a Member or Members present and representing not less than one tenth of the total voting rights of all the Members entitled to vote at the Meeting, and unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, 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 book of the proceedings 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. For the purpose of this regulation, a demand by a person as proxy for a Member or a Member's representative shall be the same as a demand by the Member.

19. Except as hereinafter provided in this regulation or in regulation 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the Meeting in which the poll is demanded. Provided always that if the Meeting in which a poll is demanded (or the Chairman of the Meeting) shall so resolve, a poll upon any question other than the election of its Chairman or a question of adjournment shall be taken by means of a personal vote, the arrangements for which shall be conducted in accordance with such Regulations as the Board shall from time to time prescribe.

20. A poll demanded on the election of a Chairman, or on the question of adjournment, shall be taken forthwith. Subject to the proviso to regulation 19 hereof a poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS AT MEETINGS

21. (A) At general meetings of the Association each Member shall have one vote.

(B) If a poll is demanded, votes shall be given by a signed paper and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded.

(C) Upon any Resolution being proposed for the removal of a Director or for the alteration of this sub-regulation, the Members of the class which appointed the relevant Director or their representatives, including the proxy of any representative, shall upon such Resolution be entitled together on a poll to such number of votes as shall equal the votes cast by all the other Members plus one vote.

APPOINTMENT OF REPRESENTATIVES AND PROXIES

22. (A) Any Member ("the Appointer"), other than an individual shall be entitled to appoint a Representative to attend and vote at Meetings of the Association and, subject to the terms of his appointment, the Representative shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if it were an individual Member.

(B) Any appointment may be made subject to such conditions as the Appointer may determine, and in any case the Appointer shall be entitled to revoke any appointment made by him at any time.

(C) No appointment shall be valid until notice of it has been given to the Secretary or the Board, in any form approved by the Board, or in a form authorised by Regulations made under these Articles.

23. (A) Any Member being an individual, and any Representative shall be entitled to appoint a proxy to attend and vote at any General Meeting of the Association. No such appointment shall be valid until notice of it has been given to the Secretary or the Board in a form authorised by Regulations made under these Articles. Any such proxy shall be entitled to vote either on a show of hands or on a poll.

(B) In any case where the appointment of a Representative is revoked, any appointment of a proxy by such Representative shall cease to be effective.

USER PANEL AND OTHER MEETINGS

24. The Board shall constitute a User Panel to which National Museum Members Federation Members and Specialist Members shall be entitled to appoint representatives.

25. Meetings of the User Panel shall be convened by the Board at any time and from time to time as it thinks fit and the Board shall determine in its absolute discretion the purpose of any such Meeting and the procedures to be adopted prior to and at any such Meeting.

26. In addition to General Meetings of the Association and User Panel meetings the Board may from time to time, as and when they think fit, arrange public meetings, training courses, examinations, deputations and conferences in furtherance of the work and objects of the Association at which not only Members but also any other person in sympathy with or

interested or likely to become interested in such work and objects may be invited to attend, provided that no such public meeting shall be deemed to be a General Meeting of the Association.

THE BOARD OF DIRECTORS

27. Unless otherwise determined by a General Meeting the Board shall normally be comprised of not less than seven nor more than nine persons, who shall be elected or appointed in accordance with the provisions of these Articles.

CHAIRMAN OF THE BOARD OF DIRECTORS

28. At the first Meeting of the Board subsequent to each Annual General Meeting of the Association the Board shall (a) after consultation with the Museum and Galleries Commission elect from amongst its members a Chairman and (b) elect from amongst its members a Vice-Chairman each of whom shall hold office until the end of the next Annual General Meeting of the Association.

The Chairman shall not be entitled to a casting vote, either at General Meetings of the Association or at Board Meetings.

THE APPOINTMENT, REMOVAL OR REPLACEMENT OF DIRECTORS

29. (A) Each class of Member shall be entitled to the following representation on the Board at any time and from time to time:

- (i) the National Museum Members shall be entitled to appoint two Directors;
- (ii) the Area Museum Council Members shall be entitled to appoint one Director;
- (iii) the Commission shall be entitled to appoint one Director;
- (iv) The Department Members shall be entitled to appoint one Director;
- (v) The Federation Members shall be entitled to appoint one Director; and
- (vi) The Specialist Members shall be entitled to appoint one Director.

(B) Subject to sub-regulation (C) below each class of Member shall have the power to appoint, remove or replace their own Directors on the Board at any time. The manner in which each class exercises such power shall be determined from time to time by the Board after discussion with the relevant class, and may be the subject of Regulations prepared in accordance with these Articles.

(C) Every Director shall retire automatically at each Annual General Meeting; nothing in these Articles shall be taken as precluding the immediate reappointment of a Director.

(D) No appointment, removal, or replacement made in accordance with sub-regulation (B) above shall be valid until notice of such appointment is received by the Secretary of the Association, together with, in the case of an appointment or replacement, a statement signed by the proposed Director of his willingness to act.

The notice of appointment, removal or replacement shall be valid if it is signed by any person whom the Secretary, in his absolute discretion, recognises as being representative of the relevant class of Members.

30. The Board shall have the power from time to time to co-opt persons as co-opted members of the Board, who shall retire from office at the next Annual General Meeting following his co-option. The Annual General Meeting shall have power by ordinary resolution to confirm such appointment for a further period not exceeding that recommended by the Board in each case. The number of such co-opted members shall not exceed two.

POWERS AND DUTIES OF THE BOARD

31. The business of the Association shall be managed by the Board who may exercise all such powers of the Association as are not by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act and of these Articles.

32. The Board shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of staff made by the Board;
- (b) of the names of those present at each Meeting of the Board and of any committee of the Board; and
- (c) of all resolutions and proceedings at all Meetings of the Association and of the Board and of committees of the Board.

Every Director present at any Meeting of the Board or committee of the Board shall sign his name in an attendance book.

BORROWING POWERS

33. The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association.

DISQUALIFICATION OF DIRECTORS

34. A Director shall vacate his place on the Board and any office he may hold in the Association if he:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) in the opinion of the remainder of the Board becomes incapable by reason of mental disorder from discharging his duties as Director;
- (c) resigns his office by notice in writing to the Association;
- (d) is removed from office in accordance with the provisions of regulation 29 of these Articles of Association;
- (e) ceases to be a Director by virtue of any provisions of the Acts or he becomes prohibited by law from being a Director;
- (f) is directly or indirectly interested in any contract with the Association and fails to declare his interest in the manner required by Section 317 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereat and if he does so vote, his vote shall not be counted. The provisions of this regulation shall be without prejudice to the provisions of clause 4 of the Memorandum of Association.

PROCEEDINGS OF THE BOARD

35. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall (unless otherwise provided by these Articles) be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, summon a Meeting of the Board. It shall not be necessary to give notice of a Meeting of the Board to any Director for the time being absent from the United Kingdom.

36. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, and unless so fixed shall be three.

37. Directors may act notwithstanding any vacancy in their body but, if their number is less than that fixed as the necessary quorum for a Meeting of the Board, they may act for the purpose of summoning a General Meeting of the Association, but for no other purpose.

38. The Chairman of the Board shall preside at Meetings of the Board but if at any Board Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Vice-Chairman shall be Chairman of the Meeting. If the Vice-Chairman is not present the Directors may choose one of their number to be Chairman of the Meeting.

39. The Directors may delegate any of their powers to any committee consisting of one or more Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or

more Members shall be governed by the regulations dealing with the proceedings of Directors so far as they are capable of applying.

40. A Resolution in writing, signed by all Directors for the time being entitled to receive notice of a Meeting of the Board, shall be as valid and effectual as if it had been passed at a Meeting of the Board duly convened and held.

DIRECTORS' EXPENSES

41. The Directors may be paid all reasonable expenses properly incurred by them in connection with the discharge of their duties, provided always that prior consent of the remainder of the Board is obtained.

ALTERNATE DIRECTORS

42. Any Director (other than an Alternate Director) may appoint any other person who is willing to act, to be an Alternate Director and may remove from office an Alternate Director appointed by him.

43. An Alternate Director shall be entitled to receive notice of all Meetings of Directors and of all Meetings of committees of Directors of which his Appointer is a Member, to attend and vote at any such Meeting in which the Director appointing him is not personally present, and generally to perform all the functions of his Appointer as a Director in his absence. But it shall not be necessary to give notice of such a Meeting to an Alternate Director who is absent from the United Kingdom.

44. An Alternate Director shall cease to be an Alternate Director if his Appointer ceases to be a Director; but if a Director retires but is reappointed at the Meeting when he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

45. Any appointment or removal of an Alternate Director shall be by notice to the Association signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

46. Save as otherwise provided in the Articles an Alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

THE SEAL

47. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or a committee of the Board authorised by the Board in that behalf, and every instrument to which the Seal should be affixed shall be signed by a Director and shall be counter-signed by the Secretary of the Association or by a second Director or by some other person appointed by the Board in writing for the purpose.

SECRETARY

48. The Secretary shall be appointed by the Board for such term, and, subject to the provisions of Clause 4 of the Memorandum of Association, 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 263 and 284 of the Act shall apply and be observed.

INCOME

49. All income of the Association (including grants) made to the Association and not made for a particular specified purpose shall form part of the common funds of the Association, and may be applied in such manner and to such purpose as the Association in General Meeting or the Board exercising the powers of the Association which are vested in them shall from time to time determine.

FINANCE

50. All donations, grants, and other monies received by the Association shall, as soon as possible after receipt thereof, be paid into the account of the Association at its bank.

51. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid into the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by Resolution determine.

REGULATIONS

52. The Board shall have power from time to time to make such Regulations for any of the purposes provided in these Articles. Provided that no such Regulations shall have any validity or effect if and so far as is repugnant to the Memorandum or Articles of Association, or involves any alteration, or addition to these Articles which could only lawfully be made a Special Resolution or if it provides for any matter which ought by the Act or by these Articles to be provided for by a Special or other Resolution of the Members in General Meeting.

ACCOUNTS AND AUDIT

53. Auditors shall be appointed and their duties regulated in accordance with the Act.

The Board shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.

The accounting records shall be kept at the registered office of the Association or subject to Section 222 of the Act at such other place or places as the Board thinks fit, and shall always be open to inspection of the Members of the Board.

54. The Association in General Meeting shall from time to time determine whether and to what extent and at what times and places and under

what conditions the accounts and books of the Association or any of them shall be open to the inspection of Members and no Member shall have any right to inspect any accounts or books or documents of the Association except as confirmed by statute or authorised by the Board or by the Association in General Meetings.

55. The Board shall from time to time, in accordance with the Act cause to be prepared and laid before the Association in General Meeting such accounts and reports as are required by the Act.

56. 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 and the report of the Board, shall not less than 21 clear days before the date of the Meeting be sent to every Member of, the Association or any other person entitled to receive notices of General Meetings under regulation 57 hereof.

NOTICES

57. A notice may be given by the Association to any person, entitled to receive such notice either personally or by sending it by post addressed to him at his registered address or (if he has no registered address within the United Kingdom) at the address, if any within the United Kingdom supplied by him in writing to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing and posting a letter containing the notice, and to have been effected on the day following that on which the letter containing the same is posted.

58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) Every Member except those who (having no registered address in the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- (b) The Auditors for the time being of the Association;
- (c) Every Director;
- (d) Any other person whom the Board may decide from time to time is entitled to receive such notice, including any Representative for the time being appointed by a Member to attend and vote at General Meetings of the Association.

INDEMNITY

59. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability

for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

WINDING UP.

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

1300565

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Special Resolution
of
The Museum Documentation Association
(Passed the 17 day of October 1989)

At the Annual General Meeting of the members of the above-named Company duly convened and held at *Liverpool* on the 17 day of *October* 1989 the following Special Resolution was duly passed:

Special Resolution

That the Articles of Association of the Company be amended by deleting the existing Article 29 (A)(ii) and its replacement with the following new Article 29(A)(ii):

"the Area Museum Council Members shall be entitled to appoint two Directors, one of whom should be an Area Museum Council Officer".

DARBERT

Signature.....

Secretary



1300565.

THE COMPANIES ACT 1985
MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE MUSEUM DOCUMENTATION ASSOCIATION
(as altered by Special Resolutions
passed on 29th September 1987 and 17th October 1989)

A Company limited by guarantee and not having a share capital

Incorporated 28th February 1977

Clifford Chance,
Blackfriars House,
19 New Bridge Street,
London EC4V 6BY.



Ref: SLC/JAQC - 27/10/89 HG

THE COMPANIES ACT 1985

MEMORANDUM OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION

1. The name of the company (hereinafter called "the Association") is "The Museum Documentation Association Limited".
2. The Registered Office of the Association will be situate in England.
3. The Objects for which the Association is established are:-
 - (A) To promote the development of museums and similar organisations as sources of information, by all appropriate methods and to do all such other things as are incidental or conducive to the attainment of this object and in particular:
 - (i) to research and develop methods of documenting collections, managing these and other sources of data, and of retrieving information from them;
 - (ii) to provide training facilities in such methods;
 - (iii) to form, collect, collate, and publish and sell (in the form of transactions, journals, leaflets, or otherwise) information of service or of interest to the members of the Association, and to the general public, or calculated to promote the objects of the Association;
 - (iv) to advise and assist museums and similar organisations on particular problems.
 - (B) To purchase, take on lease or in exchange, hire, take by devise, legacy or gift, or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, maintain, or alter any buildings or erections necessary or convenient for the purposes of the Association.
 - (C) To sell, lease, exchange, mortgage, dispose of, develop and turn to account or otherwise deal with all or any part of the property and rights for the time being of the Association for such consideration in money or otherwise and upon such terms as the Association shall deem expedient in furtherance of its objects.
 - (D) To borrow or raise money at interest upon banking account or otherwise by the issue of or upon Bonds, Debentures, bills of

exchange, promissory notes, or other obligations or securities of the Association.

- (E) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (F) 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.
- (G) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions, subscriptions, and donations of money to the funds of the Association, or gifts, devises, or bequests of property of any kind for the Association or purposes of the Association, and to receive and deal with any such money or property (subject to any trust terms or conditions imposed by the donors thereof) for any of the objects of the Association as may seem expedient.
- (H) To effect and keep up any insurance against risk, loss or liability, to which the Association may be subject.
- (I) To pay the expenses of and incidental to the formation and incorporation of the Association.
- (J) To apply for and take all necessary steps to obtain any Statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the Association and to defray the costs and expenses involved.
- (K) To do all such other lawful things as are incidental or conducive to the attainment of any of the objects hereinbefore mentioned.

Provided that 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;

Provided also that 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 Board of Directors of the Association shall be chargeable for such property as 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 have been as such Board of Directors 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 Board of Directors, 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. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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 howsoever by way of profit, to members of the Association and no member of its Board of Directors 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 the distribution of copies of the journal of the Association gratis amongst the subscribing members of the Association, nor shall it prevent any payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board of Directors) for any services rendered to the Association;
- (B) of interest on money lent by any member of the Association or of its Board of Directors at a rate per annum not exceeding 2 percent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 percent, whichever is the greater;
- (C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Directors;
- (D) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors of the Association may also be a member holding not more than 1/100th part of the capital; and
- (E) to any member of its Board of Directors of out-of-pocket expenses.

5. No addition, alteration or amendment shall be made to the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners.

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 its 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 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 the aforesaid provision, then to some other charitable object.

WE, the persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association.

1. Dr. Jonathan Cutbill,
National Maritime Museum,
Greenwich,
London S.E.10.

2. John Anthony Hall,
British Museum,
London W.C.1.

DATED the 25th day of January 1977

WITNESS to the above Signatures

Dr. David Williams,
British Museum (Natural History),
Cromwell Road,
London S.W.7.

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THE COMPANIES ACT 1985

ARTICLES OF ASSOCIATION

OF

THE MUSEUM DOCUMENTATION ASSOCIATION

PRELIMINARY

1. (A) In these Articles, unless there is something in the context inconsistent therewith:

"The Acts" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;

"The Articles" shall mean the Articles of Association of the Association for the time being in force;

"The Association" shall mean The Museum Documentation Association Limited;

"The Auditors" shall mean the auditors of the Association for the time being;

"The Board" shall mean the Board of Directors of the Association for the time being;

"Director" means any Member of the Board for the time being;

"Member" shall mean any Member of the Association for the time being;

"Month" shall mean calendar month;

"person" shall be taken to mean any individual, body or association, whether incorporated or unincorporated;

"Representative" shall mean the representative of a Member, appointed under the terms of these Articles;

"The Seal" means the Common Seal of the Association;

"Secretary" means any person appointed to perform the duties of Secretary of the Association.

(B) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithographs, photography, and other modes of representing or reproducing words in a visible form.

(C) These Articles shall be construed with reference to the Act and terms used in these Articles shall, (whenever the context so admits), be taken as having the same respective meanings as they have when used in the Act.

MEMBERSHIP

2. The Members shall comprise the persons whose names appear on the Register of Members at the time of the adoption of these Articles and persons who from time to time fall within one or more of the prescribed classes of Members set out in Regulation 3 below, who are approved by the Board and whose names appear on the Register of Members of the Association.

3. For the purpose of these Articles the following shall be taken to be the prescribed classes of Members:

- (a) Museums financed directly by H.M. Government ("the National Museum Members");
- (b) The Area Museum Councils ("the Area Museum Council Members");
- (c) The Museum and Galleries Commission ("the Commission");
- (d) United Kingdom Government Departments ("the Department Members");
- (e) Any regional Federation of Museums and Art Galleries ("the Federation Members");
- (f) Any specialist group of curators or like persons ("the Specialist Members");
- (g) Any other persons who the Board may from time to time approve ("the Special Category Members") provided that the number of such Members shall at no time exceed five (5).

4. (A) The Board shall have absolute discretion in determining whether a person falls within a prescribed class of Member and in deciding whether a person is to be approved for the purposes of Regulation 2 above and shall be under no obligation to give reasons for any such decision.

(B) No person shall be admitted as a Member unless he shall make application in accordance with the Regulations for the time being in force, provided always that such application shall contain an agreement by him to be bound by the provisions of the Memorandum and Articles of Association of the Association.

(C) Membership shall not be transferable, (and in the case of an individual shall cease on death).

5. Any Member may resign his membership on giving six months notice in writing of his intention so to do, addressed to the Secretary at the Registered Office of the Association and at the date of the expiration of such notice he shall cease to be a Member but his liability under Clause 7 of the Memorandum of Association to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date.

6. The Board may by resolution passed by a two-thirds majority of its members present at a Board Meeting cancel the membership of any Member on the grounds that they consider him unfit or unsuitable for any

reason to continue as a Member, and such Member shall, upon the passing of such a Resolution, immediately cease to be a Member. Provided always that at least 7 clear days previous notice in writing shall be sent or given to the Member in question, notifying the intention to consider the question of cancelling his membership, and such a Member shall, in any case, have a reasonable opportunity of appearing in person before the Board or any sub-committee to which the Board may refer the matter for an investigation and report, and of making such statements as he may desire. Such Member shall have the right of appeal to the Association in a General Meeting against any decision of the Board to cancel his membership.

If the membership of any Member is cancelled his liability under Clause 7 of the Memorandum of Association to contribute to the funds of the Association in the event of its being wound up shall continue for one year after such date.

GENERAL MEETINGS

7. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Subject as aforesaid the Annual General Meeting shall be held at such time and place as the Board shall appoint.

8. (A) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(B) The Board may whenever it thinks fit convene an Extraordinary General Meeting.

9. The Board on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any Member of the Association may call a General Meeting.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days notice in writing at the least, and a Meeting of the Association other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by 14 days notice in writing at the least. Every such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and the hour of meeting and, in the case of Special Business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in a General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association.

Provided that a Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to be duly called if it is so agreed;

- (a) In the case of an Annual General Meeting by all the Members entitled to attend and vote thereat and
- (b) In the case of any other meeting by a majority in number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.

11. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive such notice shall not invalidate the proceedings at any Meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets, the ordinary reports of the Board and Auditors, the announcement of the election of officers in place of those retiring, the confirmation of the appointment of Directors to the Board and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, five Members personally present shall be a quorum.

14. If within half an hour from the time appointed for a Meeting a quorum is not present, the Meeting, if convened upon 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 to such other time and place as the Members present may determine, and if at the adjourned Meeting the quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

15. Subject as hereinafter provided, the Chairman of the Board shall preside as Chairman of every General Meeting of the Association.

16. If there is no such Chairman, or if at any Meeting he is not present within 15 minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairman, the Members present shall choose one of their number to be Chairman.

17. The Chairman may, with the consent of any Meeting in 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 the business left unfinished at the Meeting from which the adjournment took place.

When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

18. 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 on the declaration of the result of, the show of hands) demanded by the Chairman, or at least five Members present in person and entitled to vote

or by a Member or Members present and representing not less than one tenth of the total voting rights of all the Members entitled to vote at the Meeting, and unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, 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 book of the proceedings 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. For the purpose of this regulation, a demand by a person as proxy for a Member or a Member's representative shall be the same as a demand by the Member.

19. Except as hereinafter provided in this regulation or in Regulation 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the Meeting in which the poll is demanded. Provided always that if the Meeting in which a poll is demanded (or the Chairman of the Meeting) shall so resolve, a poll upon any question other than the election of its Chairman or a question of adjournment shall be taken by means of a personal vote, the arrangements for which shall be conducted in accordance with such Regulations as the Board shall from time to time prescribe.

20. A poll demanded on the election of a Chairman, or on the question of adjournment, shall be taken forthwith. Subject to the proviso to Regulation 19 hereof a poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS AT MEETINGS

21. (A) At general meetings of the Association each Member shall have one vote.

(B) If a poll is demanded, votes shall be given by a signed paper and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded.

(C) Upon any Resolution being proposed for the removal of a Director or for the alteration of this sub-regulation, the Members of the class which appointed the relevant Director or their representatives, including the proxy of any representative, shall upon such Resolution be entitled together on a poll to such number of votes as shall equal the votes cast by all the other Members plus one vote.

APPOINTMENT OF REPRESENTATIVES AND PROXIES

22. (A) Any Member ("the Appointer"), other than an individual shall be entitled to appoint a Representative to attend and vote at Meetings of the Association and, subject to the terms of his appointment, the Representative shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if it were an individual Member.

(B) Any appointment may be made subject to such conditions as the Appointer may determine, and in any case the Appointer shall be entitled to revoke any appointment made by him at any time.

(C) No appointment shall be valid until notice of it has been given to the Secretary or the Board, in any form approved by the Board, or in a form authorised by Regulations made under these Articles.

23. (A) Any Member being an individual, and any Representative shall be entitled to appoint a proxy to attend and vote at any General Meeting of the Association. No such appointment shall be valid until notice of it has been given to the Secretary or the Board in a form authorised by Regulations made under these Articles. Any such proxy shall be entitled to vote either on a show of hands or on a poll.

(B) In any case where the appointment of a Representative is revoked, any appointment of a proxy by such Representative shall cease to be effective.

USER PANEL AND OTHER MEETINGS

24. The Board shall constitute a User Panel to which National Museum Members Federation Members and Specialist Members shall be entitled to appoint representatives.

25. Meetings of the User Panel shall be convened by the Board at any time and from time to time as it thinks fit and the Board shall determine in its absolute discretion the purpose of any such Meeting and the procedures to be adopted prior to and at any such Meeting.

26. In addition to General Meetings of the Association and User Panel meetings the Board may from time to time, as and when they think fit, arrange public meetings, training courses, examinations, deputations and conferences in furtherance of the work and objects of the Association at which not only Members but also any other person in sympathy with or interested or likely to become interested in such work and objects may be invited to attend, provided that no such public meeting shall be deemed to be a General Meeting of the Association.

THE BOARD OF DIRECTORS

27. Unless otherwise determined by a General Meeting the Board shall normally be comprised of not less than seven nor more than nine persons, who shall be elected or appointed in accordance with the provisions of these Articles.

CHAIRMAN OF THE BOARD OF DIRECTORS

28. At the first Meeting of the Board subsequent to each Annual General Meeting of the Association the Board shall (a) after consultation with the Museum and Galleries Commission elect from amongst its members a Chairman and (b) elect from amongst its members a Vice-Chairman each of whom shall hold office until the end of the next Annual General Meeting of the Association.

The Chairman shall not be entitled to a casting vote, either at General Meetings of the Association or at Board Meetings.

THE APPOINTMENT, REMOVAL OR REPLACEMENT OF DIRECTORS

29. (A) Each class of Member shall be entitled to the following representation on the Board at any time and from time to time:

- (i) the National Museum Members shall be entitled to appoint two Directors;
- * (ii) the Area Museum Council Members shall be entitled to appoint two Directors, one of whom should be an Area Museum Council Officer;
- (iii) the Commission shall be entitled to appoint one Director;
- (iv) The Department Members shall be entitled to appoint one Director;
- (v) The Federation Members shall be entitled to appoint one Director; and
- (vi) The Specialist Members shall be entitled to appoint one Director.

(B) Subject to sub-regulation (C) below each class of Member shall have the power to appoint, remove or replace their own Directors on the Board at any time. The manner in which each class exercises such power shall be determined from time to time by the Board after discussion with the relevant class, and may be the subject of Regulations prepared in accordance with these Articles.

(C) Every Director shall retire automatically at each Annual General Meeting; nothing in these Articles shall be taken as precluding the immediate reappointment of a Director.

(D) No appointment, removal, or replacement made in accordance with sub-regulation (B) above shall be valid until notice of such appointment is received by the Secretary of the Association, together with, in the case of an appointment or replacement, a statement signed by the proposed Director of his willingness to act.

The notice of appointment, removal or replacement shall be valid if it is signed by any person whom the Secretary, in his absolute discretion, recognises as being representative of the relevant class of Members.

30. The Board shall have the power from time to time to co-opt persons as co-opted members of the Board, who shall retire from office at the next Annual General Meeting following his co-option. The Annual General Meeting shall have power by ordinary resolution to confirm such appointment for a further period not exceeding that recommended by the Board in each case. The number of such co-opted members shall not exceed two.

* amended by Special Resolution on 17th October 1989

POWERS AND DUTIES OF THE BOARD

31. The business of the Association shall be managed by the Board who may exercise all such powers of the Association as are not by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act and of these Articles.

32. The Board shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of staff made by the Board;
- (b) of the names of those present at each Meeting of the Board and of any committee of the Board; and
- (c) of all resolutions and proceedings at all Meetings of the Association and of the Board and of committees of the Board.

Every Director present at any Meeting of the Board or committee of the Board shall sign his name in an attendance book.

BORROWING POWERS

33. The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association.

DISQUALIFICATION OF DIRECTORS

34. A Director shall vacate his place on the Board and any office he may hold in the Association if he:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) in the opinion of the remainder of the Board becomes incapable by reason of mental disorder from discharging his duties as Director;
- (c) resigns his office by notice in writing to the Association;
- (d) is removed from office in accordance with the provisions of Regulation 29 of these Articles of Association;
- (e) ceases to be a Director by virtue of any provisions of the Acts or he becomes prohibited by law from being a Director;
- (f) is directly or indirectly interested in any contract with the Association and fails to declare his interest in the manner required by Section 317 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereat and if he does so vote, his vote shall not be counted. The provisions of this regulation shall be without prejudice to the provisions of Clause 4 of the Memorandum of Association.

PROCEEDINGS OF THE BOARD

35. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall (unless otherwise provided by these Articles) be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, summon a Meeting of the Board. It shall not be necessary to give notice of a Meeting of the Board to any Director for the time being absent from the United Kingdom.

36. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, and unless so fixed shall be three.

37. Directors may act notwithstanding any vacancy in their body but, if their number is less than that fixed as the necessary quorum for a Meeting of the Board, they may act for the purpose of summoning a General Meeting of the Association, but for no other purpose.

38. The Chairman of the Board shall preside at Meetings of the Board but if at any Board Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Vice-Chairman shall be Chairman of the Meeting. If the Vice-Chairman is not present the Directors may choose one of their number to be Chairman of the Meeting.

39. The Directors may delegate any of their powers to any committee consisting of one or more Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the regulations dealing with the proceedings of Directors so far as they are capable of applying.

40. A Resolution in writing, signed by all Directors for the time being entitled to receive notice of a Meeting of the Board, shall be as valid and effectual as if it had been passed at a Meeting of the Board duly convened and held.

DIRECTORS' EXPENSES

41. The Directors may be paid all reasonable expenses properly incurred by them in connection with the discharge of their duties, provided always that prior consent of the remainder of the Board is obtained.

ALTERNATE DIRECTORS

42. Any Director (other than an Alternate Director) may appoint any other person who is willing to act, to be an Alternate Director and may remove from office an Alternate Director appointed by him.

43. An Alternate Director shall be entitled to receive notice of all Meetings of Directors and of all Meetings of committees of Directors of which his Appointer is a Member, to attend and vote at any such Meeting in which the Director appointing him is not personally present, and generally to perform all the functions of his Appointer as a Director in his absence.

But it shall not be necessary to give notice of such a Meeting to an Alternate Director who is absent from the United Kingdom.

44. An Alternate Director shall cease to be an Alternate Director if his Appointer ceases to be a Director; but if a Director retires but is reappointed at the Meeting when he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

45. Any appointment or removal of an Alternate Director shall be by notice to the Association signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

46. Save as otherwise provided in the Articles an Alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

THE SEAL

47. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or a committee of the Board authorised by the Board in that behalf, and every instrument to which the Seal should be affixed shall be signed by a Director and shall be counter-signed by the Secretary of the Association or by a second Director or by some other person appointed by the Board in writing for the purpose.

SECRETARY

48. The Secretary shall be appointed by the Board for such term, and, subject to the provisions of Clause 4 of the Memorandum of Association, 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 and 284 of the Act shall apply and be observed.

INCOME

49. All income of the Association (including grants) made to the Association and not made for a particular specified purpose shall form part of the common funds of the Association, and may be applied in such manner and to such purpose as the Association in General Meeting or the Board exercising the powers of the Association which are vested in them shall from time to time determine.

FINANCE

50. All donations, grants, and other monies received by the Association shall, as soon as possible after receipt thereof, be paid into the account of the Association at its bank.

51. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid into the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by Resolution determine.

REGULATIONS

52. The Board shall have power from time to time to make such Regulations for any of the purposes provided in these Articles. Provided that no such Regulations shall have any validity or effect if and so far as is repugnant to the Memorandum or Articles of Association, or involves any alteration, or addition to these Articles which could only lawfully be made by a Special Resolution or if it provides for any matter which ought by the Act or by these Articles to be provided for by a Special or other Resolution of the Members in General Meeting.

ACCOUNTS AND AUDIT

53. Auditors shall be appointed and their duties regulated in accordance with the Act.

The Board shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.

The accounting records shall be kept at the registered office of the Association or subject to Section 222 of the Act at such other place or places as the Board thinks fit, and shall always be open to inspection of the Members of the Board.

54. The Association in General Meeting shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Association or any of them shall be open to the inspection of Members and no Member shall have any right to inspect any accounts or books or documents of the Association except as confirmed by statute or authorised by the Board or by the Association in General Meetings.

55. The Board shall from time to time, in accordance with the Act cause to be prepared and laid before the Association in General Meeting such accounts and reports as are required by the Act.

56. 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 and the report of the Board, shall not less than 21 clear days before the date of the Meeting be sent to every Member of, the Association or any other person entitled to receive notices of General Meetings under Regulation 57 hereof.

NOTICES

57. A notice may be given by the Association to any person, entitled to receive such notice either personally or by sending it by post addressed to him at his registered address or (if he has no registered address within the United Kingdom) at the address, if any within the United Kingdom supplied by him in writing to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing and posting a letter containing the notice, and to have been effected on the day following that on which the letter containing the same is posted.

58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) Every Member except those who (having no registered address in the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- (b) The Auditors for the time being of the Association;
- (c) Every Director;
- (d) Any other person whom the Board may decide from time to time is entitled to receive such notice, including any Representative for the time being appointed by a Member to attend and vote at General Meetings of the Association.

INDEMNITY

59. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

WINDING UP

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