

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CHINESE ASSOCIATION OF TOWER HAMLETS

1. The name of the company (hereinafter called "the Association") is "CHINESE ASSOCIATION OF TOWER HAMLETS"

2. The registered office of the Association will be situated in England.

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



The Association is established for charitable purposes only. The objects for which the Association is established are:-

- (A) to help disadvantaged persons of Chinese origin who live, work or study in London Borough of Tower Hamlets (hereinafter called "the area of benefit") by the establishment and maintenance of an information and advice centre and an Opportunity Centre.
- (B) to promote the welfare of Chinese elderly and disabled people which now or hereafter may be deemed by law to be charitable within the said area of benefit.
- (C) to provide opportunities and facilities for the social, educational, cultural and physical development of young Chinese people of the said area of benefit. In this Memorandum of Association 'young Chinese people' means people between the ages of 8 and 25 years.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely: -

- (i) to employ or retain on a full time or part time basis and on such terms as to pay and other conditions of employment as may be thought fit or on a voluntary basis any persons qualified to assist or experienced or skilled in assisting in the provision of any of the activities of the Association.
- (ii) to purchase, take on lease or license, hire or otherwise acquire real and personal property and any rights and privileges whether in the United Kingdom or elsewhere which shall be necessary for the promotion of the objects of the Association or any of them and to maintain, construct, alter, pull down and convert such buildings as may be necessary for the work of the Association;

- (iii) subject to such consents as may be required by law to sell, let sub-let, licence occupation or use of mortgage, dispose of and in any way turn to account or otherwise deal in all or any part of the property or assets of the Association for such consideration and subject to such terms and conditions as shall be necessary for the furtherance of the work of the project;
- (iv) to issue appeals, hold public meetings, lectures, exhibitions and entertainment and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the Association or procuring contributions to its funds in the form of donations, subscriptions, covenants and otherwise and to receive gifts by will or inter vivo of property of any description whether or not subject to any express trusts;
- (v) to promote or undertake research and experimental work and to formulate, prepare and establish schemes therefor, to publish the useful results of such research for the public benefit;
- (vi) to procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets and other documents;
- (vii) to enter into any contract of insurance howsoever in respect of any matter in which the Association has an insurable interest and in particular but without derogating from the generality of the foregoing in connection with any real or personal property in which the Association Shall have any interest;
- (viii) to make all reasonable and necessary provision for payment of pensions and superannuating to or on behalf of employees and their widows, widowers and other dependants;
- (ix) to borrow or raise money in such amounts and manner and upon such terms as the Association shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions, for such amount, and payable in such place and manner, and to such person, as may be necessary to promote the objects of the Association including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debenture, debenture stock (perpetual or otherwise), mortgages charges or securities over the whole or any part of its assets, present or future 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.
- (x) to make charges including nominal or no charges in respect of any of the activities of the Association;
- (xi) to receive loans at interest or otherwise form and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any persons or company as may be necessary or convenient for the work of the Association;
- (xii) to draw, accept, endorse, issue or execute promissory notes, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Association;
- (xiii) to invest and deal with the moneys of the Association not immediately required in such manner as the Association may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being imposed or required by law and subject also as hereinafter provided;

- (xiv) to establish, promote or assist companies and other bodies (incorporated or unincorporated) with charitable objects similar to those of the Association for the acquisition of any part of the property or liabilities of the Association with or without valuable consideration or for no consideration or to carry on any authorised activity of the Association or for any other charitable purpose directly or indirectly calculated to benefit the Association in the furtherance of its objects;
- (xv) to federate, amalgamate or combine wholly or in part with or become a part or member or affiliate or associate of or act as or appoint trustees, agents, nominees or delegates to control, manage and superintend any institution, trust, association or body incorporated or unincorporated the objects of which are wholly charitable;
- (xvi) to act as trustees and to undertake and execute or to create any charitable trust and to support or subscribe to or assist financially or otherwise any charitable fund, body or institution and if deemed desirable for such purpose to enter into any covenant to pay any sums of money periodically to any charitable fund, body or institution;
- (xvii) to purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Association may amalgamate, co-operate or federate;
- (xviii) to co-operate and co-ordinate with representatives of other registered charities, voluntary organisations and statutory authorities in achieving the said objects or any of them;
- (xix) to pay out of the funds of the association the costs of forming and registering the Association;
- (xx) to promote assists and improve the education of the public in Chinese crafts and craftsmanship and the education and training of craft pupils or students and craftsmen;
- (xxi) the dissemination of knowledge and information concerning good workmanship and design in Chinese crafts;
- (xxii) the maintenance and improvement of standards of workmanship and design in Chinese crafts;
- (xxiii) the establishment of or assistance in the establishment of workshops schools or training centres where all skills of craftsmen may be learned and practised;
- (xxiv) the establishment of the local centres for the furtherance of the Association's activities and objects and to manage and maintain such centres;
- (xxv) the arrangement or provision either on its own account or jointly with others of exhibitions, meeting, lectures and classes;
- (xxvi) to do all such other lawful things as shall further the attainment of the objects of the Association or any of them;
- (xxvii) to do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise.

PROVIDED that: -

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The association's objects shall not extend to the regulation or relations between workers and employers r organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Committee of the Association shall be chargeable for any such property that may come into their hands and be answerable and accountable for their 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 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 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.

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 to 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 Committee shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefits in money or money's worth from the Association.

Provided that nothing herein shall prevent any, payment in good faith by the Association:

- (i) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Committee) for any services rendered to the Association;
- (ii) of interest on money lent by any member of the Association or of its Committee at a rate per annum not exceeding two per cent. Less than the minimum lending rate for the time being of the Co-operative Bank Limited or three per cent whichever is the greater;
- (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Committee;
- (iv) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Committee may be a member holding not more 1/100 part of the capital of that company.

5. The liability of members is limited.
6. Every members of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.00.
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of their or its income and property among their or its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of this Memorandum of Association such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

The resolutions passed at the Annual General Meeting on 28th September 2001 have been adopted by the following Management Committee members:-

Position	Name (Mr/Mrs/Ms)	Address	Signature
Chair	Mrs. How Yuk Wang	22 Bracken Close, Beckton, London E6 4XE.	H.Y.W
Vice Chair	Mr. T. H. Sin	12 Minchin House, Dod Street, London E14.	Theresa Ho Sin
Secretary	Ms. Susie Wong	27 Old Gloucester St, London WC1N 3XX.	
Treasurer	Mrs. Ping Hayward	38 Woodberry Way, N. Finchley N12 0HG.	P Hayward
Member	Mr. Leung Chung	3 Nutfield Road, Leyton E15 2DG.	Chung Leung

Dated this 28/9/1 2001.

Witness to all the above signatures

Name: MELG LY CHENG M. L. CHENG

Address: 151 SALMON LANE LONDON E14 7PG

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CHINESE ASSOCIATION OF TOWER HAMLETS

INTERPRETATION

1. In these Articles:-

"the Act"	means the Companies Act 1948
"the Association"	means the above named Company
"the Committee"	means the Committee of Management of the Association and "Member of the Committee" and "Members of the Committee" shall be construed accordingly
"the Seal"	means the common seal of the Association
"Secretary"	means any person appointed to perform the duties of the secretary of the Association
"the United Kingdom"	means Great Britain and Northern Ireland

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.

Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as the Act or any statutory modification thereof in force at the date at which these Articles became binding on the Association.

Members

2. The number of members with which the Association proposes to be registered is 9, but the Committee may from time to time register an increase of members.
3. (a) The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the provisions hereafter contained shall be members of the Association.

(b) No person shall be admitted to membership of the Association unless he has delivered to the Secretary an application in the form for the time being prescribed by the Committee.

(c) Any application for membership of the Association shall be referred to the meeting of the Committee next held after the receipt of such application which shall determine by a simple majority of those present and voting whether the applicant is to be admitted or rejected. The Committee shall notify in writing any applicant who is rejected but shall not be bound to give any reason therefore.

(d) Membership of the Association shall be open to anyone who has sympathy with the aims of the Association.
4. A member shall cease to be a member of the Association:-
 - (a) upon his giving notice in writing to the Association that he resigns from his membership.
 - (b) upon an ordinary resolution of which notice has been duly given being passed at a general meeting of the Association by not less than two-thirds of the members present and voting in person or by proxy that the membership of the member be terminated.
 - (c) Upon a resolution being passed by the Committee that the membership of the member be terminated provided that the member shall be entitled to receive due notice of the meeting of the Committee at which the resolution to terminate his membership is to be proposed and shall have the right to attend and be heard by the Committee before the decision is taken.
 - (d) in the case of an individual upon his dying.
 - (e) In the case of a corporation upon a petition being presented or a meeting convened for the purpose of winding it up or upon its entering into a composition with its creditors or having a receiver appointed over all or a substantial part of its assets or in the case of an unincorporate association if it is disbanded.

General Meetings

5. 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. Provided that so long as the

Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Committee shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The 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 Committee capable of acting to form a quorum, any Member of the 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 Committee.

Notice of General Meetings

8. 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. The 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 the meeting and, in case of special business, the general nature of that business and shall be given, in 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 the Articles of the Association, 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 meeting called as the 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.
9. 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 notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Committee and auditors,

the election of Members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

11. 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, fifteen members present in person shall be a quorum.
12. If within half an hour from the time appointed for the 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 day and at such other time and place as the Committee may determine.
13. The chairman, if any, of the Committee shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Committee present shall elect one of their number to be chairman of the meeting.
14. If at any meeting no Member of the Committee is willing to act as chairman or if no Member of the Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. 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. 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.
16. 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 by any member present in person or by proxy. Unless a poll be 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 containing the minutes of 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 such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 19, 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.
18. 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 take places or at which the poll is demanded, shall be entitled to a second or casting vote.

19. A poll demanded on the election of a chairman, or on a question of 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 upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held. Any such resolution in writing may consist of several documents in a like form each authorised representatives.

Vote of Members

21. Every member shall have one vote.
22. On a poll votes may be given either personally or by proxy.
23. The instrument appointed a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
24. The instrument appointed a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
25. An instrument appointed a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“
 I/We _____ of _____ Limited
 member/members of the above named Association, hereby appoint _____, being a
 him/her _____ of _____
 as my/our proxy to vote for me/us on my/our behalf at the (annual or
 extraordinary, as the case may be) general meeting of the Association to be held on the
 day of 19 _____, and at any adjournment thereof.

Signed this _____ day of _____ 19 ____.”

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“
 I/We _____, being a _____ Limited.
 _____, of _____ in the country of _____
 hereby appoint _____ of _____ member/members of the above named Association
 him/her _____, or failing
 _____ of _____, as
 my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the
 case may be] general meeting of the Association to be held on the
 day of 19____, and at any adjournment thereof.
 Signed this _____ day of _____
 _____, 19____.

This form is to be used *in favour of/against the resolution. Unless otherwise instructed,
 the proxy will vote as he thinks fit.

*Strike out whichever is not desired.”

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimidation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered or given, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Corporations acting by Representatives at Meetings

30. Any corporation which is a member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

Committee of Management

31. (a) The number of the Members of the Committee shall not be less than six;
- (b) The first Members of the Committee shall be appointed in writing by completion of the statement required to be delivered for registered by section 21 of the Companies Act 1976;

- (c) No person who is not a member may be appointed a Member of the Committee.
32. The members of the Committee may be paid all travelling, hotel and other expenses properly incurred by them in connection with the affairs of the Association.

Borrowing Powers

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

Powers and Duties of Members of the Committee

34. The business of the Association shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Association, and 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 or these Articles and to such regulations, being not inconsistent with the aforesaid provision, as may be prescribed by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had been made.
35. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee, to be the attorney or attorneys of the authorities and discretions (not excluding those vested in or exercisable by the Committee under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
36. 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, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.
37. The Committee shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of Officers made by the Committee;
 - (b) of the names of the Members of the Committee present at each meeting of the Committee and of any sub-committee of the Committee;
 - (c) of all resolutions and proceedings at all meetings of the Committee, and of the Members of the Committee, and of sub-committees of the Committee.
38. The Committee may exercise all the powers of the Association contained in Clause 3 (viii) of the Memorandum of Association.

Disqualification of Members of the Committee

39. The office of Members of the Committee shall be vacated if the Member:-

- (a) becomes prohibited from being a company director by reason of any order made under section 188 of the Act; or
- (b) becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Association; or
- (d) ceases to be a member of the Association.

Rotation of Members of the Committee

- 40. At the first annual general meeting of the Association all the Members of the Committee shall retire from office, and at the annual general meeting in every subsequent year half of the Members of the Committee for the time being shall retire from office.
- 41. A retiring Member of the Committee shall be eligible for re-election, save that the Chairperson shall not hold office for more than three consecutive years or for more than six years in total. The Vice-Chairperson shall not hold office for more than three consecutive years or for more than six years in total.
- 42. The Association at the meeting at which a Member of the Committee retired in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member of the Committee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of the Committee shall have been put to the meeting and lost.
- 43. No person other than a Member of the Committee retiring at the meeting shall unless recommended by the Committee be eligible for election to the office of Member of the Committee at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election. and also notice in writing signed by that person of his willingness to be elected.
- 44. The Association may from time to time by ordinary resolution increase or reduce the number of Members of the Committee, and may also determine in what rotation the increased or reduced number is to be out of office.
- 45. The Committee shall have power at any time and from time to time, to appoint any person to be a Member of the Committee, either to fill a casual vacancy or as an addition to the exiting Members of the Committee, but so that the total number of Members of the Committee shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the next following annual general meeting, and shall then be eligible for re-election the Members of the Committee who are to retire by rotation at such meeting.

46. The Association may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Member of the Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Member of the Committee.
47. The association may by ordinary resolution appoint another person in place of a Member of the Committee removed from office under the immediately preceding article. Without prejudice to the powers of the Committee under Article 48 the Association in general meeting may appoint any person to be a Member of the Committee either to fill a casual vacancy or as an additional Member of the Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Committee on the day on which the Member of the Committee in whose place he is appointed was left elected a Member of the Committee.

Proceeding of the Committee

48. The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they may think fit. However, the Committee is required to meet at least four times a year. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Committee may, and the Secretary on the requisition of a Member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of meeting of the Committee to any Member of the Committee for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Committee shall be three.
50. The continuing Members of the Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of the Committee, the continuing Member or Members of the Committee may act for the purpose of increasing the number of Members of the Committee to that number, or of summoning a general meeting of the Association, but for no other purpose.
51. The Members of the Committee may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members of the Committee present may choose one of their number to be chairman of the meeting.
52. The Committee may delegate any of their powers to sub-committees constituting of such Member or Members of their body as they think any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee. Any sub-committee shall have power unless the Committee direct otherwise to co-opt as a member or members of the sub-committee any person or persons although not being a Member of the Committee.

53. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
54. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
55. All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Member of the Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Member of the Committee.
56. A resolution in writing, signed by all the Members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in a like form each signed by one or more of the Members of the Committee.

Secretary

57. Subject to section 1(5) of the Companies Act 1976 the Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit, and any such Secretary so appointed may be received by them.
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of the Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Member of the Committee and as, or in place of, the Secretary.

The Seal

59. The Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Committee or of a sub-committee of the committee authorised by the Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

Accounts

60. The Committee shall cause accounting records to be kept in accordance with section 12 of the companies Act 1976.

61. The accounting records shall be kept at the registered office of the Association or, subject to section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Association think fit, and shall always be open to the inspection of the officers of the Association.
62. The Committee shall from time to time determine whether and to what extent and what times and placed 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 Committee, and no member (not being a Member of the 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 Committee or by the Association in general meeting.
63. The committee shall from time to time in accordance with section 150 and 157 of the Act and sections 1,6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
64. 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 report of the Committee shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act.

Audit

65. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, sections 14 and 23A of the Companies Act 1967, sections 13 to 18 of the Companies Act 1976 and sections 7 and 12 of the Companies.

Notices

66. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. Notice of every general meeting shall be given in any manner herein before authorised to:-
- (a) every member except those members 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 notice to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the audiences for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

Indemnity

68. Every Member of the Committee or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 under section 447 of the Act in which relief is granted to him by the court, and no member of the Committee or other officer shall be liable for any loss, damage or misfortune which may happen to or incurred by the Association in the execution of the duties of his office or in relation thereto. But this Article shall be without prejudice to the provisions of Provision to Clause 3 of the Memorandum of Association of the Association and shall only have effect insofar as its provisions are not avoided by section 205 of the Act.

Dissolution

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