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**THE COMPANIES ACT 1948 TO 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

- 1 The name of the Company hereinafter called "the Association" is The Association for the Mentally Infirm and Elderly or AMIE
- 2 The registered office of the Association will be situated in England
- 3 The objects of the Association are -
  - (i) To promote the welfare of people with disabilities, autism and mental health problems, especially older people, by encouraging them to live independent lives in their own homes, assisting with housing benefit claims, remembrance days & leisure occasions, and the raising of standards of care and growth of resources to enable those standards of care to be met and maintained,
  - (ii) To promote the welfare, unmet needs and in partnerships, of Handicapped, People with Disabilities, Autism, Mentally Infirm and Elderly persons by providing resources whereby those persons might receive advice, encouragement, assistance and support and including (but not limited to) the provision of residential accommodation, day care facilities and services designed to support those persons in their own homes;
  - (iii) To undertake research and to encourage and support research by others into the nature of learning disabilities, brain injury & impairment, Autism, mental infirmity in the elderly, the special needs of the Handicapped, Mentally Infirm and Elderly and of the needs of those having care of them, to the extent, nature and organisation of the resources presently or potentially available for the care and support of the Handicapped, People with Disabilities, Mentally Infirm and Elderly and those having care of them

In furtherance of these objects the Association may -

- (A) provide services designed to be models of good practice in residential, day and domiciliary care of the people with disabilities, handicapped, disabled, autism, mentally infirm and elderly,
- (B) promote the welfare of individuals and families who have the care of the handicapped, autism, mentally infirm and elderly persons by encouraging the growth of resources whereby those individuals or families might receive advice, encouragement, assistance and support with home tenancies,
- (C) offer and provide advice, care and support to people with disabilities, autism, the handicapped, disabled, mentally infirm and elderly and to individuals, families or organisations or bodies having care of handicapped, people with disabilities, disabled, autism, mentally infirm and elderly,

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COMPANIES HOUSE

- (D) co-operate with such established businesses and statutory and voluntary bodies as are interested in the furtherance of the Association,
- (E) assist any body or bodies financially, home tenancies, or otherwise,
- (F) obtain, collect and receive money and funds by way of grants, contributions, donations, affiliation fees, subscriptions and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not),
- (G) procure and provide information,
- (H) procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets and other documents,
- (I) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes,
- (J) undertake experimental work and to disseminate the results thereof as widely as possible,
- (K) arrange for the production or provision of goods or services gratuitously or otherwise to the public directly or through attention to real or personal property,
- (L) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections,
- (M) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association,
- (N) undertake and execute any charitable trusts which may lawfully be undertaken by the Association,
- (O) borrow or raise money on such terms and on such security as may be thought fit,
- (P) 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,
- (Q) establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes,
- (R) do all such other things as are necessary to the attainment or furtherance of the said objects or any of them

Provided that

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The Association shall not support with its funds any objects or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in Clause 3 hereof 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 and no member of its Council of Management 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 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 Council of Management 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 Council of Management or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Council of Management or governing body or 3% whichever is the greater,
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body,

- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100 part of the capital of that company,
  - (e) to any member of its Council of Management or Governing Body of out-of-pocket expenses,
  - (f) of reasonable and proper remuneration to the Director appointed as provided in the Articles of Association (whether or not such person is a member of the Council),
- 5 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or 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 Industry and the Chanty Commission
- 6 The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted pursuant to Section 25 of the Companies Act 1981 is subject
- 7 The liability of the members is limited
- 8 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1-00
- 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 amongst 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 amongst its or their members to such an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

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

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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DATED this                      day of                      1985 (amended 2008)

WITNESS to the above Signatures -

# **THE COMPANIES ACT 1948 TO 1983**

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

### **ARTICLES OF ASSOCIATION OF**

#### **AMIE (RENTED HOMES)**

##### **GENERAL**

- 1 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act 1984
These presents	These Articles of Association, and the regulations of the Association from time to time in force
The Association	The above-named Company
The Council	The Council of Management for the time being of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number and vice versa

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

Words importing persons shall include corporations

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

- 2 The number of members with which the Association proposes to be registered is seven but the Council may from time to time register an increase of members
- 3 The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member
- 4 The Association is established for the purposes expressed in the Memorandum of Association
- 5 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association
- 6 The Council shall have an unqualified discretion to accept or reject any application for admission to membership
- 7 Any member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the members of the Council present and voting at a special Council Meeting of which not less than twenty-one days previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question to all the members of the Council and to every other person who is entitled to receive notice of Meetings of the Council Notice of the general nature of the grounds on which resolution is proposed shall be sent to the member whose removal is in question at least fourteen days before the meeting and he shall be entitled to be heard by the Council at the meeting
- 8 Subject as aforesaid the Council may make such regulations in respect of membership including qualifications, conditions and payment of subscriptions and such other matters as they may in their absolute discretion think fit

#### **GENERAL MEETINGS**

- 9 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year
- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings

- 11 The Council 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
- 12 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 13 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 14 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 15 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Save as herein otherwise provided four members personally present shall be a quorum
- 16 If, within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine
- 17 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside



- 18 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of any adjournment, or of the business to be transacted at an adjourned meeting.
- 19 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 20 Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 22 In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 23 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### **VOTES OF MEMBERS**

- 24 Subject as hereinafter provided, every member shall have one vote.
- 25 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 26 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.

- 27 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf
- 28 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
- 29 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 intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 30 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I,  
of  
a member of (*new Charty name*)  
hereby appoint  
of  
and failing him,  
of  
to vote for me and on my behalf at the (Annual or Extraordinary, or  
Adjourned, as the case may be) General Meeting of the Association to be  
held on the                      day of                      , and at every adjournment  
thereof  
As witness my hand this                      day of                      2002

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

#### **COUNCIL OF MANAGEMENT**

- 31 The number of members of the Council shall not be less than four and, until otherwise determined by a General Meeting, more than fifteen
- 32 The first members of the Council shall be the subscribers to the Memorandum of Association

- 33 The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election. He shall not be taken into account in determining the members of the Council who are to retire by rotation at such meetings.
- 34 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

#### **POWERS OF THE COUNCIL**

- 35 (a) The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- (b) The Council shall have power to appoint and pay reasonable remuneration to any person (whether or not being one of their number) as the Director of the Association and may delegate to such person the day-to-day management of the Association. Provided that such person (if a member of the Council) shall not participate in discussion of or voting upon matters relating to his appointment or dismissal as such Director or to his terms and conditions of employment including remuneration nor shall he be counted in the quorum necessary for the transaction of any such business as aforesaid.
- 36 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **SECRETARY**

- 37 Subject to Section 21 (5) of the Companies Act 1976, the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall

apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **THE SEAL**

- 38 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 39 The office of a member of the Council shall be vacated -
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
  - (B) If he becomes of unsound mind
  - (C) If he ceases to be a member of the Association
  - (D) If by notice in writing to the Association he resigns his office
  - (E) If he ceases to hold office by reason of any order made under Section 188 of the Act or Section 28 of the Companies Act 1976
  - (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act
  - (G) If he ceases to be a member by virtue of Section 185 of the Act

### **ROTATION OF MEMBERS OF THE COUNCIL**

- 40 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 41 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 42 The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 shall have been put to the meeting and lost

- 43 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time above-mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight intervening days
- 44 Subject to Article 31, the Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase
- 45 In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by any Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

#### **PROCEEDINGS OF THE COUNCIL**

- 46 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote
- 47 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to receive notice of a meeting
- 48 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting

- 49 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally
- 50 The Council may delegate any of their powers to committees provided that elected Council members shall represent a majority on any committee so formed and that the number of co-opted members to any such committee shall never exceed one-third of the total members of that committee and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council
- 51 The Council may co-opt any suitable person for the purposes of furthering the objects of the Association and any person so co-opted may be specifically qualified or have special knowledge and experience valuable to the furtherance of the Association's objects provided that the number of co-opted members shall never exceed one-third of the total members of the Council A co-opted member shall have no voting right and shall continue as a member at the discretion of the Council
- 52 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council
- 53 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 54 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

#### **ACCOUNTS**

- 55 The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Acts
- 56 The books of account shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association

- 57 The Council 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 officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting
- 58 At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner to which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967

#### **AUDIT**

- 59 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 60 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act 1948 to 1976, the members of the Council being treated as the Directors mentioned in those provisions

#### **NOTICES**

- 61 A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members
- 62 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association

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

#### **DISSOLUTION**


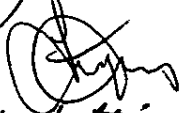
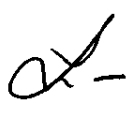
- 64 The provisions of Clause 9 of the Memorandum of Association shall have effect as if repeated herein



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Joseph Curran		19-9-2008
FRANCIS MURPHY		19.9.2008
JOHN M NUTTING	John M Nutting	19-9-2008
SUSAN NUTTING	Susan Nutting	19-9-2008
HARBANS SETHI	1 Pelbu	19-9-2008
MAHIMA PANDEY	(M. Pan.)	19-9-2008
Brendan O'Colmain	B. O'Colmain	19-9-2008
Lawrence Crichtley		19-9-2008

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DATED this 19 of September 2008

WITNESS to the above Signatures