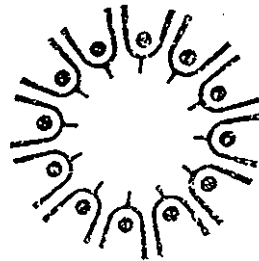


*Wolverhampton Voluntary  
Sector Council*



MEMORANDUM  
AND  
ARTICLES  
OF ASSOCIATION



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COMPANIES HOUSE 10/06/98

COMPANIES HOUSE 11/04/98

Registered  
Charity  
No. 700910

Company  
Ltd by  
Guarantee  
No. 2288239

**THE COMPANIES ACT 1985**

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

**MEMORANDUM OF ASSOCIATION OF WOLVERHAMPTON VOLUNTARY SECTOR COUNCIL**

**1. NAME**

The name of the Company (hereinafter referred to as "The Council") is Wolverhampton Voluntary Sector Council.

**2. REGISTERED OFFICE**

The Registered office of the Council will be situated in England.

**3. AREA OF BENEFIT**

The area of benefit shall be the Metropolitan Borough of Wolverhampton and the immediate surrounding areas.

**4. PURPOSES AND POWERS**

(a) The Council is established for the following purposes:

- (i) to promote any charitable purpose for the benefit of the community within the area of benefit and specifically
- (ii) to provide, or assist in the provision of, facilities in the interest of social welfare, for recreation or other leisure-time occupation, with the object of improving the condition of life for the said community.
- (iii) to provide for the protection of health and the relief of poverty, distress and sickness.

(b) In furtherance of the above purposes, the Council may also :

- (i) provide facilities and resources to organisations with charitable objects in order to assist these organisations in their charitable work.
- (ii) promote and organise co-operation in the advancement of these purposes and to bring together in Council representatives of the voluntary organisations and statutory authorities within the area of benefit.

- (iii) establish and support, or aid in the establishment and support of, any charitable associations or institutions and subscribe or guarantee money for charitable purposes in anyway connected with the purposes of the Council or calculated to further its purposes.**
- (iv) collect and disseminate information on all matters concerning the purposes of the Council.**
- (v) provide, or assist in the provision of, exhibitions, meetings, seminars, conferences, lectures or classes.**
- (vi) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise PROVIDED THAT the Council shall not undertake any permanent trading activities in raising funds for its primary charitable purposes.**
- (vii) purchase take on lease or licence and otherwise holding freehold and leasehold property with full power to lease sub lease or licence occupation of all or any part of such property.**
- (iix) employ and retain on a full-time or part-time basis and on such terms as to pay and other conditions of employment as the Council shall agree or on a voluntary basis any persons whose particular skills qualifications or knowledge may be of assistance in the attainment of the purpose of the Council.**
- (ix) sell grant leases tenancies (of whatever kind) or licence or dispose or mortgage or in any way turn to account all or any of the property or assets of the Council and to do so for or without any consideration and subject to such terms and conditions as may be thought necessary.**
- (x) borrow, subject to such consents (if any) as may be required by law, or raise upon such terms and on such security as may be considered necessary and in particular by mortgage charge or in lieu upon all or any of the property and assets of the Council (both present and future) and by the issue of any securities which the Council has power to issue by any security or indemnity to any person whom the Council has agreed or is bound or willing to indemnify or in satisfaction of or as any security for any liability undertaken by it.**

- (xi) enter into any contract or insurance howsoever in respect of any matter in which the Council has an insurable interest and in particular but without connection with any real or personal property in which omissions done by persons employed by the Council, including indemnity insurance in respect of any fraudulent negligent and other tortious acts by any such person.
- (xii) make reasonable charges including nominal charges or no charge in respect of the work of the Council.
- (xiii) establish promote amalgamate or co-operate with or become a part or member or affiliate or associate or act as or appoint trustees agents nominees or delegates to control manage and superintend and superintend any charitable institutions trusts associations or bodies incorporated or unincorporated the objects of which are wholly or in part similar to those of the Council.
- (xvi) undertake and execute or create any charitable trust support or subscribe to any charitable fund or institution and if deemed desirable for such purpose enter into covenant to pay sums of money periodically to any charitable fund or institution.
- (xvii) invest the monies of the Council not immediately required for its purposes in or upon such investments security or property as may be determined from time to time subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xiix) enter into any arrangements with any government authority supreme municipal local or otherwise and obtain from such government or authority any rights privileges and concessions.
- (xix) take all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers or other dependants.
- (xx) draw accept and negotiate bills of exchange promissory notes and other negotiable instruments.
- (xxi) do all other such things as will further the attainment of the above objects or any of them. Provided that :

- (a) In any case the Council shall take or hold any property which may be subject to any trusts the Council shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) The objects of the Council shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers.
- (c) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commission of England and Wales the Council 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 Council 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 have been as such members of the Executive Committee if no incorporation of the Council had been effected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the members of the Executive Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

**5. FINANCE**

- (a) The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the objects of the Council as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise howsoever by way of profit to members of the Council. Provided that nothing herein shall prevent the payment in good faith by the Council :
  - (i) of reasonable and proper remuneration (except as hereinafter otherwise provided) to any officer or servant of the Council or any member of the Council in return for services actually rendered to the Council.

- (ii) of interest on money lent by any members the Council or of its Executive Committee at a reasonable or proper rate.
  - (iii) of reasonable and proper rent for premises demised or let by any member of the Council or of its Executive Committee; but so that no member of the Council's Executive Committee shall be appointed to any office of other benefit in money or money's worth shall be given by the Council to any Member of the Executive Committee except repayment of out-of-pocket expenses and interest and the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Council: provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Executive Committee or governing body of the Council may be a member and in which such member shall not hold more than one hundredth part of the capital and such a member shall not be bound to account for any share of profits s/he may receive in respect of any such payments.
- (b) Notwithstanding anything from time to time contained in the Articles of Association of the Council no Member of the Executive Committee of the Council shall hold salaried position of the Council.
- (c) The liability of the members is limited.
- (d) Every Member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up while s/he is a Member or within one year after s/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 as may be required not exceeding one pound.
- (e) If upon winding up or dissolution of the Council 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 Council but shall be given or transferred to some other charitable institution(s) having objects similar to the objects of the Council 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 Council under or by virtue clauses 5a and 5b determined by the Members of the Council if and so far as effect cannot be given to such provision then to some other charitable object.

- (f) A bank account shall be opened in the name of the Council and the Executive Committee shall authorise in writing the Honorary Treasurer, General Secretary and two individual members of the Council to sign cheques on behalf of the Council. All cheques must be signed by not less than two of the four authorised signatories.

We, the persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

# **THE COMPANIES ACT 1985**

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

### **ARTICLES OF ASSOCIATION OF WOLVERHAMPTON VOLUNTARY SECTOR COUNCIL.**

#### **PRELIMINARY**

1. In these Articles the words standing in the first column of the table set out below shall bear the meaning set opposite to them respectively and in the second column thereof if not inconsistent with the subject or context.

<b><u>WORDS</u></b>	<b><u>MEANING</u></b>
The Act	The Companies Act 1985
The Articles	These Articles of Association and the regulations the Council from time to time in force
The Council	The above named Company
The Executive Committee	The Executive Committee for the time being of the Council
Office	The registered office of the Council
Seal	The common seal of the Council
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.
Local Organisations	Any organisation whether incorporated or not, which shall be engaged in the provision of charitable services for some or all of the persons resident in the designated area.
The Designated Area	The area with the Metropolitan Borough of Wolverhampton and immediate surrounding areas
Member	A member of the Council
Staff	Those persons who hold or are entitled to hold Contracts of Employment with the Council



**United Kingdom**

**Great Britain and Northern Ireland, the Channel Islands and the Isle of Man.**

**The expression "secretary" shall include any person appointed by the Executive Committee to perform any of duties of the Secretary.**

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

**Words importing persons shall include corporation**

**Subject as aforesaid any words or expressions defined in the 1985 Companies Act, shall, if not inconsistent with the subject or context bear the same meaning in the Articles.**

- 2. No limit is proposed on the number of members which the Council proposes to be registered.**
- 3. The provision of Section 8 of the Act shall be observed by the Council and every member of the Council shall either sign a written consent to becoming a Member or sign the register of Members on becoming a Member.**

#### **OBJECTS OF THE COUNCIL**

- 4. The Council is established for the purposes expressed in the Memorandum of Association.**

#### **MEMBERS**

- 5. The following shall be Members of the Council :**
  - (a) The Subscribers to the Memorandum of Association**
  - (b) Three members of the Borough Council of Wolverhampton having an interest in social services, education and inner areas problems respectively.**
  - (c) Local organisations who support the objects and purposes of the Council and who make written application to the General Secretary of the Council at one registered address, and which shall be elected to be a member of the Council by resolution of the Executive Committee. Election to Membership shall be in the absolute discretion of the Executive Committee.**
  - (d) One member of the Wolverhampton District Health Authority.**

(e) The Council may co-opt persons having special knowledge or experience and for such period as the council shall determine, provided that the number of co-opted members shall not exceed at any time one-fourth of the representative Members of the Council.

(f) Members may appoint deputies to replace representatives who are unable to attend any particular meeting of the Council but no single person may represent more than one organisation.

(g) The Council may invite any person to attend its meetings as an observer without the power to vote.

(h) Agencies & organisations not eligible for full membership as defined under Clauses 5(a) - (d), but supporting the objects and purposes of the Council, may make written application to the General Secretary of the Council at its registered address, for Associate Membership of WVSC. Election to Associate Membership shall be at the absolute discretion of the executive Committee and no Associate Member shall have any voting rights at any meeting of the Council.

6. Every organisation elected as Member of the Council shall be given notice of their election at their last known address.

7. Every organisation which is Member of the Council shall cease to be a Member upon the passing of a resolution of the Executive Committee terminating their membership. providing always that such members be invited to attend the Executive Committee meeting at which such a resolution is to be considered with the exception of those members appointed under Sub-Clause 5a and 5d.

8. Unless and until otherwise determined in General Meetings of the Council there shall be no subscription payable by the Members.

#### **GENERAL MEETINGS**

9. The Council 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 on one Annual General Meeting of the Council and that of the next: Provided that so long as the Council holds its first Annual General Meeting within 18 months of its corporation 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 Executive Committee shall appoint.

10. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. An Extraordinary General Meeting of the Council may be convened

(a) by the Executive Committee, or

(b) by the Executive Committee on written requisition of not less than ten members of the Council having at the date of deposit of the requisition the right to vote at General Meetings of the Council or in default as provided by Section 132 of the Act.

#### **NOTICE OF GENERAL MEETINGS**

11. In the case of the Annual General Meeting or a meeting convened to pass a special resolution twenty one days notice at least and in the case of any other General Meeting, fourteen days notice at least (exclusive in every case of the day on which notice is served, or deemed to be served and of the day of the meeting) specifying the place, the day and the hour of the meeting, and in the case of the business shall be given in a manner hereinafter mentioned to the Auditors and to each Member with a registered address within the United Kingdom: Provided that the accidental omission to give such notice to, or the non receipt of such notice, by any such person entitled to receive the same shall not invalidate any resolution passed or proceedings at any such meeting. With the consent of all the Members entitled to attend and vote or of such proportion of them as it is prescribed by the Act and in the case of a meeting other than an Annual General Meeting, a meeting may be convened upon a shorter notice and in such a manner as such Member's or such proportion thereof may approve.
12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following type, that is to say, the consideration of the accounts and balance sheet and the ordinary reports of the Executive Committee and Auditors, the remuneration of the Auditors and any ordinary resolution of which notice shall have been given in the manner provided in the next following Article.

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

13. Any Member entitled to be present and vote at General Meetings may submit to any General Meeting any resolution which may properly be moved at the General Meetings, provided that within the prescribed time before the day appointed for the meetings she/he shall have served upon the General Secretary of the Council at the registered address a notice in writing signed by her/him containing the proposed resolution and stating her/his intention to submit the same. The prescribed time above mentioned shall be that between the date

appointed for the meeting, there shall not be less than eight or in the case of a special resolution, fifteen intervening days.

14. Upon receipt of any such notice as in the last preceding Article mentioned, the General Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued and it is convenient for her/him to do so, include it in the notice of the meeting and shall in any other case as quickly as possible give to the persons entitled to notice of the meeting notice that such resolution will be proposed. The provisions of this and the last preceding Article shall only have effect subject to the provisions of Section 8 of the 1985 Companies Act.
15. No business shall be transacted at any General Meeting unless a Quorum is present when the meeting proceeds to business. For all purposes the quorum shall be 20% of members entitled to vote.
16. If within one half hour of 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, if within one half hour of the time appointed for the meeting a quorum is not present, the members present shall be deemed a quorum, subject to a minimum of thirty members.
17. The Chairperson or Vice - Chairperson of the Executive Committee of the Council shall take the Chair at all meetings of the Council, unless otherwise determined by the Executive Committee.
18. The Chairperson may, with the consent of any meeting at which a quorum is present and shall, if so directed by the Meeting, adjourn any meeting from time to time, and from place to place as the Meeting shall determine. Whenever a meeting is adjourned for 30 days or more, notice of adjourned Meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the Meetings from which the adjournment took place.
19. At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless the meeting decides by a simple majority that a poll shall be taken.
20. A declaration by the Chairperson that a resolution has been carried or lost and an entry in the Minute Book to that effect shall be conclusive evidence of the fact.

21. Every Member shall have one vote.
22. In the case of an equality of votes, whether on a show of hands or poll the Chairperson 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.
23. Subject to the provisions of the 1985 Act, a resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Council duly convened and held.

#### **EXECUTIVE COMMITTEE**

24. Unless otherwise determined in General Meeting number of Members of the Executive Committee shall be not less than fifteen.
25. The first Members of the Executive Committee shall be appointed by the Memorandum of Association in accordance with the composition requirements set out in Article 26 hereof and shall hold office until the end of the first Annual General Meeting of the Council after incorporation.

#### **APPOINTMENT AND RETIREMENT**

26. One-third of the Members of the Executive Committee shall be elected at each Annual General Meeting with each Member serving for three years.
27. In addition to these Members, the Wolverhampton Borough Council shall have the right to nominate one of its members to serve on the Executive Committee, but without voting rights.
28. At its first meeting, following the Annual General Meeting the Executive Committee shall elect the following Honorary Officers : Chairman, Vice Chairman, and Treasurer, and any other Honorary Officers, the Council, may from time to time decide.
29. Honorary Officers shall be ex-officio members of any Committee, standing Committee or Sub-Committee of the Council.
30. Honorary Officers shall serve until the next Annual General Meeting of the Council following their election but shall be eligible for re-election except that no officer shall serve continuously in one single office for more than three years.

- 31. The Executive Committee shall have the power to co-opt such persons to serve on the Executive Committee for such period as the Executive Committee determine provided that such co-opted members shall not exceed one-third of the total number of elected members serving on the Executive at any one time.**
- 32. Any casual vacancy on the Executive Committee may be filled by the Executive Committee and any such person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Council.**
- 33. The proceedings of the Executive Committee shall not be invalidated by any failure to appoint or any defect in the appointment, election, co-option or qualification of any Member thereof.**
- 34. The office of a Member of the Executive Committee shall be vacated in any of the following events, namely:-**
  - (a) If she/he becomes liable to be detained or subject to guardianship under any statutory modification ( or re-enactment thereof a similar Act for the Time being in force.)**
  - (b) If she/he resigns in writing to the General Secretary of the Council at the registered office.**
  - (c) If she/he becomes prohibited from being a Director by reason of any order made under the Companies Act 1985 or under section 9 of the Insolvency Act 1976.**
  - (d) If she/he ceases to be a representative Member of the Council under a resolution duly passed in accordance with Article 7.**
  - (e) If she/he ceases to be a Member of the Executive Committee by virtue of Section 8 of the 1985 Companies Act.**
  - (f) If she /he is directly or indirectly interested in any contract with the Council and fails to declare the nature of her/his interest as required by Section 8 of the 1985 Companies Act.**
  - (g) If the organisation she/he represents ceases to be a Member of the Council.**
  - (h) If she/he becomes bankrupt or enters into any arrangements with her/his creditors.**
  - (i) If s/he for reasons other than sickness, fails without reasonable cause to attend four successive meetings of the Executive Committee.**

35. The Council may by Ordinary Resolution of which special notice shall be given, remove any Member of the Executive Committee before the expiration of her/his period of office provided that any such Member shall have the right to be heard by the Executive Committee before any final decision is made.
36. New elections to the Executive Committee shall be held if at any one time more than five of the fifteen Executive Committee Members elected under Article 30 shall have vacated their office.

#### **PROCEEDINGS OF EXECUTIVE COMMITTEE**

37. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined six Members for the time being of the Executive Committee shall be a quorum.
38. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chair shall have a second or casting vote.
39. The Executive Committee may and on the request of a Member of the Executive Committee the General Secretary 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 a Member thereof who is for the time being absent from the United Kingdom.
40. Except as provided by Article 35 the continuing Members of the Executive Committee may act notwithstanding any vacancy in their body provided always that in case the Members of the Executive Committee shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for her/ him or them to act for the purpose or summoning a General Meeting but not for any other purpose.
41. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities powers and discretion by or under the regulations of the Council for the time being vested in the Executive Committee generally.
42. The Executive Committee may delegate any of its powers subject to any regulations it may impose to sub-committees consisting of such Members of its body or such other persons whether or not members of the Council as it thinks fit, provided that all such sub-committees shall include at least one Member of the Executive Committee.

43. All acts bona fide done by any meeting of the Executive Committee or of any sub-committee of the Executive Committee or by any person acting as a Member of the Executive Committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member of the Executive Committee or sub-committee or person acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a member of the Executive Committee or sub-committee as the case may be.
44. The Executive Committee shall cause proper Minutes to be made of the proceedings of all General Meetings of the Council and of the Executive Committee and all business transacted at such meetings any such Minutes of any meeting and any extract from such Minutes if purporting to be signed by the Chairman of such meeting shall be sufficient evidence without further proof of the facts therein stated. All such Minutes shall be available for inspection by Members of the Council.
45. A resolution signed in writing by all the Members of the Executive Committee or of any sub-committee of the Executive Committee for the time being entitled to receive notice of meetings of the Executive Committee or of any such sub-committees as aforesaid shall be as valid and effective as if it had been passed at such a meeting of the Executive Committee or of such sub-committee duly convened and constituted.

#### **POWERS OF THE EXECUTIVE COMMITTEE**

46. The affairs of the Council shall be managed by the Executive Committee who may pay all expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Council as they think fit and may exercise all such powers of the Council, and do so on behalf of the Council all such acts as may be exercised and done by the Council and as are not by the Act or by those Articles required to be exercised or done either by the Council in General Meeting or otherwise subject nevertheless to any regulations of the Articles to the provisions of the Act and to such resolutions being not inconsistent with the aforesaid regulations or provisions as may be passed by the Council in General Meeting, but no resolution made by the Council in General Meetings shall invalidate any prior act of the Executive Committee which would have been valid if such resolution had not been passed.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Council shall be signed, drawn accepted, endorsed or otherwise executed as the case may be in such manner as the Executive Committee shall



from time to time determine.

#### **GENERAL SECRETARY**

48. The General Secretary shall be appointed by the Executive Committee for such time, at such remuneration and upon such conditions as (consistent with the provisions of Clause 5 of the Memorandum of Association) they think fit and any General Secretary so appointed may be removed by them. The provisions section 177 and 179 of the Act shall apply and be observed. The Executive Committee may from time to time by resolution appoint an Assistant or Deputy General Secretary any person so appointed may act in place of the General Secretary if there is no General Secretary or no General Secretary capable of acting.

#### **THE SEAL**

49. The Seal of the Council shall not be affixed to any instrument except by the authority of the Executive Committee 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 another Member of the Executive Committee or by the General Secretary (or by some other person appointed by the Executive Committee for the purpose) and in favour of any purchaser or person bona fide with the Council such signatures shall be conclusive evidence of the fact that the Seal was properly affixed.

#### **ACCOUNTS**

50. The Executive Committee shall cause records to be kept in accordance with Section 8 of the Companies Act 1985.
51. The accounting records shall be kept at the Office or (Subject to Section 8 of the Companies Act) at such other place or places as the Executive Committee shall think fit and shall during normal office hours be open to the inspection of the Members of the Executive Committee and others authorised by them.
52. The Executive Committee shall from time to time in accordance with Section 8 of the Companies Act 1985, cause to be prepared and laid before the Council in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as referred to in those situations.
53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Council in General Meeting together with a copy of the Auditor's Report and the report of the Executive Committee shall not be less than 21 days

before the date of the meeting be sent to the Auditors, to every Member and to all holders of debentures of the Council. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Council is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 8 of the Companies Act 1985.

#### **AUDIT**

54. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account balance ascertained by one or more of properly qualified Auditor or Auditors.
55. Auditors shall be appointed and their duties regulated in accordance with Section 8 of the Companies Act 1985, the Members of the Executive Committee being treated as the Directors mentioned in those sections.
56. None of the following persons shall be appointed as Auditors to the Council:-
- (a) A Member of the Council
  - (b) A Member of the Executive Committee
  - (c) A Member of the Staff
  - (d) An Officer of the Council
  - (e) Any person interested in any contract, other than a contract arising from his appointment and duties as Auditor to the Council.
  - (f) Any person who is a partner or in the employment of a person in (a) to (e) above.

#### **NOTICES**

57. Any notice or document may be served by the Council on any Member of the Council or of the Executive Committee either personally or by sending it through the post in a prepaid letter addressed to such person at the registered address (being with the United Kingdom) appearing in the register of Members or the register of Members of the Executive Committee (as the case may be) or to such other address within the United Kingdom as she/he may supply to the Council for the giving of notices to her/him, and any notice so served by post shall be deemed to have been duly served notwithstanding that such person be then dead or bankrupt and whether or not the Council have notice of his death or bankruptcy, provided that notice of any meeting or adjourned meeting at which it

is intended to propose any resolution under Article 7 shall be served on any Member mentioned in such resolutions either personally or by sending the same by recorded delivery post to such registered or other address as aforesaid.

58. Any Notice or Document served by post shall be deemed to have been served at the expiration of 24 hours after the letter containing the same is posted and in proving such service it shall be sufficient to show that the letter containing that notice or document was properly addressed, stamped and posted.

#### **INDEMNITY**

59. The Members of the Executive Committee, Auditor General Secretary and other officers for the time being of the Council and the trustees (if any) for the time being acting in relation to any of the affairs of the Council including any trust set up by the Council to act as a means of raising or holding funds for the Council and each of them and each of their representatives shall be indemnified and secured harmless out of the assets of the Council from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their representatives shall or may incur or sustain by or by reason of any act done, concurred in or committed in or about the execution of their duty or supposed duty in their respective offices or trusts and none of them shall be answerable for the acts, receipts, neglects or defaults of the others or other of them or for joining in any receipts for the sake of conformity or for any bankers or other persons for whom monies or effects belonging to the Council shall or may be lodged or deposited for safe custody or for insufficiency or deficiency of any security on which any monies of or belonging to the Council shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto but the provision of the Article shall only have effect in so far as they are not avoided by Section 205 of the Act, and shall not in any circumstances exonerate an act of wilful default.

#### **WINDING UP**

60. The provision of Sub-Clause 5(e) of the Memorandum of Association relating to the winding up or dissolution of the Council shall have effect and be observed as if the same were repeated in these articles.