

MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF

West London Centre for Counselling

SATURDAY



R3EE905N

RM

16/08/2014

#34

COMPANIES HOUSE

The Companies Acts 1995 & 1989

Company limited by guarantee and not having a share capital

Memorandum of Association of West London Centre for Counselling

- 1 The Company's name is West London Centre for Counselling
- 2 The company's registered office is situated in England
- 3 The Company's objectives are
 - a) To promote and protect the health of a person suffering from a mental health illness in the Community of Hammersmith and Fulham and other areas of London as appropriate through the provision of counselling and psychotherapy
 - b) To advance the education of the public on the subject of counselling and psychotherapy through the provision of education and training of counsellors on placement at the West London Centre for Counselling
 - c) To advance the education of the public in the subject of counselling and psychotherapy

And, in furtherance of these objects but not otherwise, to do all or any of the following

- a) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for the furtherance of the objects of the Company
- b) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as from time to time be determined.
- c) To borrow and raise money in any manner, as the Company shall

think fit, and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge standard security lien or other security upon the whole or any part of the Company's property or assets (whether present or future)

- d) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable instruments
 - e) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
 - f) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation
 - g) To act as agents or brokers and as trustees for any person, firm or Company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others
 - h) To enter into and to carry out contracts and to remunerate any person, firm or company rendering services to the Company.
 - i) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company
 - j) To employ and remunerate staff, to employ and remunerate agents, and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependent
- 4 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company

Provided that nothing herein shall prevent the payment in good faith of Reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding two per cent per annum less than the base lending rate, for the time being, of the Company's bankers, on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Directors or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board or Governing Body, except repayment for out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company, provided that the provision last aforesaid shall not apply to any payment to any company for which any member of the Board of Directors or Governing Body may be a member, and in which such member shall not be bound to accounts for any share of profits s/he may receive in respect of such payments.

- 5 The liability of the members is limited
- 6 Every member of the Company undertakes to contribute to the assets of the Company, 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 for payment of the debts and liabilities of the Company contracted before 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 amount as may be required not exceeding £1
- 7 If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Company 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 company under or by virtue of Clause 4 hereof, such institutions to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable object
- 8 True accounts shall be kept for the sums of money received and Expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Company and of the property, credits and liabilities of the Company, and subject

to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company 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.

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WEST LONDON CENTRE FOR COUNSELLING

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985
These Presents	These Articles of Association and the regulations of WEST LONDON CENTRE FOR COUNSELLING from Time to time being in force
The Company	The above named WEST LONDON CENTRE FOR COUNSELLING.
The Council	The Council of Management for the time being of the Company
The Office	The registered office of the Company.
Seal	The Common Seal of the Company
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 Company, shall, if not inconsistent with the subject or context, bear the same meanings in these presents

2 The number of members with which the Company proposes to be registered is two but the Council may from time to time register an increase of members.

3 The provisions of Sections 191(7), 352 and 353 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member

4 The Company is established for the object declared in the Memorandum of

Association

5 The subscribers to the memorandum of Association and other such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company

MEMBERS

6 The following persons and none others shall be members of the Company

(A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof

(B) Such other persons or corporations as may desire to be admitted to Membership and who may be elected by the Council to be members of the Company

In these presents the expression "Corporation" shall be deemed to include any Body corporate, any county, local or other public authority and any unincorporated association whom the Council may elect to membership

7 Any election of a person to be a member of the Company under the provisions of Article 6 Sub-Article (B) shall conform to the following regulations and conditions.

- (1) Such persons must be proposed for election by a member of the Council and fourteen days' notice shall be given to the members of the Council of the meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the member of the Council proposing such person
- (2) Such person must sign and deliver to the Company an application for admission to membership framed in such terms as the Council shall require.
- (3) Membership shall be for a period of 12 months Membership must be re-newed on 1st April every year in writing, in such a form as might be requested by the Council

In the event of such person being elected in accordance with the above regulations he shall be entered as a member of the Company on the Register

8 Any member may terminate his membership of the Company by notice in writing served on the Company and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of Members

9 If any member shall fail in the observance of these Articles or of any regulations of the Council made under any powers vested in them or for other sufficient reason the Council may convene an Extraordinary General Meeting of the Company for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the Register of Members, and he shall thereupon cease to be a member

GENERAL MEETINGS

10 A general meeting of the Company shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint provided that so long as the Company shall hold its first Annual General Meeting within eighteen months on its incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General meetings

12 The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall be convened on such requisition or, in default may be convened by such requisitionists, as provided by Section 368 of the Act.

13. Subject to the provisions of Section 378(2) and (3) of the Act relating to Special Resolutions, and to the provisions of Section 369 of the Act relating to Annual General Meetings, fourteen days' notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting, but with the consent of all the members entitled to receive notices thereof or of such proportion thereof 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 think fit. The accidental omission to give to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting

PROCEEDINGS AT GENERAL MEETINGS

14 The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and Auditors, to elect members of the Council in place of those retiring and also additional members of the Council, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special

15 No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at such time when the meeting proceeds to business, and such quorum shall consist of not less than three members personally present

16 If within one hour from the time appointed for the meeting a quorum be 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, and if at such adjourned meeting a quorum be not present within one hour from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done

17 The Chairman (if any) of the Council, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within one hour after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.

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

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, or by a member or members present in person or by proxy and representing one fifth 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 Company, 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 the next succeeding Article, 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 an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded

VOTES OF MEMBERS

24 Every member shall have one vote

25 (a) Save as herein expressly provided, no person other than a member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable in respect of his membership shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.

(b) Any corporation which is a member of the Company may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same voting on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Company. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.

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 the representative of a corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right.

27 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

28 The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise 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 of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

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
.. Limited (hereinafter called "the Company") and entitled to one
vote hereby appoint .. of ... another member of the
Company, and failing him .. of ..
another member of the Company to vote for me and on my behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the Company to be held on the
day of .. and at any adjournment thereof.
As Witness my hand this .. day of 19 "

COUNCIL OF MANAGEMENT

31 The affairs of the Company shall be managed by the Council of Management The number of members of the Council shall not be less than seven nor more than twenty

32 The members of the Council shall be

(A) The Subscribers to the Memorandum of Association and

(B) Such other persons (being members of the Company) as shall from time to time be elected thereto by the Council or by the members of the Company in General Meeting

Provided that no person who is employed by the Company and receiving any salary, fees, and remuneration or other benefit in money or money's worth from the Company (save as permitted by clause 4 of the Memorandum of Association) shall be eligible for membership of the Council

PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

33 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 three 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

34 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 and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting

35 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 shall choose one of their number to be Chairman of the meeting

36 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 Company for the time being vested in the Council generally

37 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so framed shall in the execution 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 as aforesaid. All acts and proceedings of any such committee or committees shall be reported back as soon as possible to the Council

38 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 person had been duly appointed or had duly continued in office and was qualified to be a member of the Council

39 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 Company 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, shall be sufficient evidence without any further proof of the facts therein stated.

40 A resolution in writing signed by all members for the time being of the Council or of any committee of the Council who are duly 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 such committee duly convened and constituted

POWERS OF THE COUNCIL

41 The management of the business and the control of the Company shall be vested in the Council, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be

exercised or done by the Company in the General Meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition have a second or casting vote.

42 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Council be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.

43 The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members prescribed by these presents). Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the numbers of members of the Council who are to retire by rotation at such meeting.

44 Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely

PARTICULAR POWERS

- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Company and matter incidental thereto.
- (2) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (3) To raise or borrow money for the purposes of the Company from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Company, present or future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.
- (4) At their discretion to pay for any property or rights acquired by or services rendered to the Company either wholly or partially in cash or in bonds, debentures, or other securities of the Company.
- (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Company by Mortgage or charge of all or any of the property and rights of the Company or in such manner as they may think fit.

- (6) To appoint and at their discretion remove or suspend such office and other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and to fix their salaries or emoluments, and to require security in such instances and to such amounts as they think fit.
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and to allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
- (8) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (9) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company
- (10) To determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsement, cheques, releases, contracts and documents
- (11) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Company, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act

ROTATION OF MEMBERS OF THE COUNCIL

45 At the first Annual General Meeting of the Company all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

46 The members of the Council to retire every year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

47 A retiring member of the Council shall be eligible for re-election

48 The Company may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacancy 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 vacancy or unless a resolution for the re-election of such member shall have been put to the meeting and lost

49 No person other than a member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to membership of the Council at any General Meeting unless, not less than fourteen nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company 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

50 The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office

51 The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member

52. The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

53 The office of a member of the Council shall be vacated:

- (A) If he becomes bankrupt or insolvent or compounds with his creditors
- (B) If he becomes of unsound mind
- (C) If he be convicted of an offence the commission of which by a member of the Council could bring the Company into disrepute
- (D) If he is requested in writing by a majority of his fellow members of the Council to resign
- (E) If he gives to the Council one month's notice in writing to the effect that he resigns his office.
- (F) If he ceases to be a member by virtue of Section 293 of the Act.

54 A member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Company, shall declare the nature of his interest at a Meeting of the Council, and subject thereto and subject to the right of the remaining members of the Council to resolve that he withdraw or not vote on the particular matter, he may be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Company is considered or entered into and may vote in respect thereof

SECRETARY

55 The secretary shall be appointed by the Council on such terms as to length of service, remuneration and generally as the Council may think fit and the Council may remove any Secretary so appointed. The provisions of sections 283 (1) – (3) and 284 of the Act shall be observed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting

THE SEAL

56 The company shall not be required to, but may, at the discretion of the Council, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Council, or of a committee of the Council authorised by the Council, and the Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and the Secretary or a second member of the Council or such other person as the Council may appoint for the purpose

INCOME

57 The income of the Company shall be applied solely towards the promotion of the object of the Company as set forth in the Company's Memorandum and Association as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the object of the Company in such manner as they shall think best) with power to the Council to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Company or be invested from time to time in such investment as the Company may think fit

ACCOUNTS

58 The Council shall cause accounting records to be kept in accordance with Section 221-223 of the Act

59. The books of account shall be kept at the office or, subject to Section 221 (1) and (2) of the Act, at such other place or places as the Council may determine, and shall always be open to the inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the members not being members of the Council, and the members shall have only such rights of inspection as are given by the Act or by such Resolution as aforesaid

60 At the Annual General Meeting in every year the Council shall lay before the Company an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Company, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Company at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in General Meeting, together with a copy of the Auditor's report, shall, twenty-one clear days previously to such meeting, be sent to the Auditor and every member entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

AUDIT

61 Auditors shall be appointed and their duties regulated in the manner provided by Sections 236, 237, 241, 262, 384 – 392 and 713 of the Act, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if "members of the Council" and "the Council" were substituted for "Director" and "the Directors" respectively

NOTICES

62 A notice may be served by the Company upon any member either personally or by sending it through the post addressed to such member at his registered address

63 No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within

the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom which, for the purpose of serving notices, shall be deemed to be his registered address. Any member not having a registered address within the United Kingdom, and not having given notice aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

64 Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General.

DISSOLUTION

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