

Number of Company: 739,777

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Memorandum

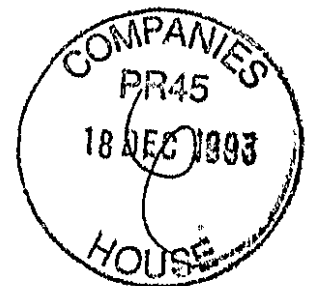
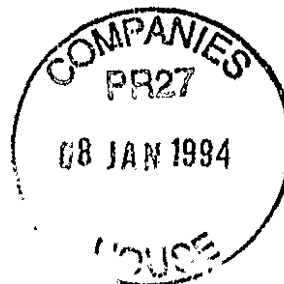
AND

Articles of Association

OF

THE CUTLERY AND ALLIED TRADES
RESEARCH ASSOCIATION

Incorporated the 2nd day of November, 1962



(COPY)

LICENCE BY THE BOARD OF TRADE

Pursuant to Section 19 (1) of The Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Board of Trade that THE CUTLERY AND ALLIED TRADES RESEARCH ASSOCIATION an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Association

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association as subscribed by eight members thereof on the twenty-sixth day of September, 1962, and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade, the Board in pursuance of the powers conferred upon them by subsection (1) of the said Section 19, do by this their licence direct that THE CUTLERY AND ALLIED TRADES RESEARCH ASSOCIATION be registered as a company with limited liability, without the addition of the word " Limited " to its name.

SIGNED this first day of October, 1962.

J. B. SMITH,

An Assistant Secretary of the Board of Trade.

No. 739,777



(COPY)

Certificate of Incorporation

I hereby Certify that THE CUTLERY AND ALLIED TRADES RESEARCH ASSOCIATION (The word "LIMITED" being omitted by LICENCE of the Board of Trade) is this day Incorporated under The Companies Act, 1948, and that the Company is LIMITED.

Given under my hand at London this Second day of November, One Thousand Nine Hundred and Sixty-Two.

W. B. LANGFORD,

Registrar of Companies

The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE CUTLERY AND ALLIED TRADES
RESEARCH ASSOCIATION

1. The Name of the Company (hereinafter called "the Association") is "THE CUTLERY AND ALLIED TRADES RESEARCH ASSOCIATION".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (A) To promote research and other scientific work in connection with the Cutlery trade or industry and other trades and industries allied therewith or accessory thereto, and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the said trades or industries.
 - (B) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain

museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the members thereof, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any such literature, statistics and information, and to disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.

- (C) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Association, and to pay therefore such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Association or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.
- (D) To encourage work which may result in, and to investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Association for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Association and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (E) To apply to any government, public body, corporation, company or person for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance for promoting the objects of the Association, and to discuss and negotiate with them and with the Council for Scientific and Industrial Research Schemes of research and other work and matters within the objects of the Association and to conform to any proper conditions upon which such grants and other payments may be made.
- (F) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research.

- (G) To establish, maintain, control and manage branches of the Association in the United Kingdom or elsewhere as may seem expedient and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit, to dissolve or modify the same.
- (H) To undertake and execute any trusts which may help to attain any of the objects of the Association.
- (I) To carry out any of the above-mentioned research or other scientific work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular member or group of members of the Association, and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or member or group of members as may be expedient.
- (J) To borrow or raise any money that may be required by the Association upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.
- (K) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (L) To invest the moneys of the Association not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys and in such manner as may from time to time be determined.
- (M) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Association, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Association.
- (N) To pay all expenses, preliminary or incidental to the formation of the Association and its registration.
- (O) To use the funds of the Association in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Association for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of the materials,

patents, processes, machines, appliances and tools used or known in or in regard to the said trades or industries or likely to be useful thereto.

- (P) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the said trades or industries or likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Association.
- (Q) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (R) To procure the Association to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- (S) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Association to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or any business of insurance to which the Insurance Companies Act, 1958, or any Act extending, amending or re-enacting the same applies or to re-insure any risks comprised in any such business as aforesaid.

Provided also that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Association, would make it a trade union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, or any authority exercising corresponding jurisdiction outside 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 such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such 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, the Charity Commissioners, or the Minister of Education or any such other authority as aforesaid 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. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner

as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Association, but so that no Member of the Council or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Association (or any remuneration to any Member of the Council in accordance with any recommendation by or with the approval of the Council for Scientific and Industrial Research), provided that nothing hereinbefore contained shall prevent any payment to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Council for Scientific and Industrial Research, and Members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any Member of the Association, whether a Member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Association.

5. Fourth clause of this Memorandum contains conditions to which a licence granted by the Board of Trade to the Association in pursuance of Section 19(1) of the Companies Act, 1948, is subject.
6. The liability of the Members is limited.
7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of 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 £5.

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, it shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other Institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association, subject to the approval of the Council for Scientific and Industrial Research, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DAVID BROWN,
123 Dobcroft Road, Sheffield 7,
Company Director.

ROGER INMAN,
228 Graham Road, Sheffield 10,
Company Director.

AUSTIN SHUARD MILBURN,
3 Slayleigh Avenue, Sheffield 10,
Company Director.

DOUGLAS EDWARD OWEN,
165 Springfield Road, Sheffield 7
Company Director.

GEORGE PARKIN,
42 Sandygate Park Road, Sheffield 10,
Company Director.

WILLIAM GORDON MARRIOTT RAGG,
15 Bents Drive, Sheffield 11,
Company Director.

RUBEN VINER,
53 Endcliffe Vale Road, Sheffield 10,
Company Director.

ROBERT LAURIE WALSH,
Penistone Cottage, Baslow, Bakewell,
Company Director.

Dated the 26th day of September, 1962.

Witness to the above Signatures:-

H. GRANT BIRD,
31 Parker's Road,
Sheffield 10,
Chartered Secretary.

THE COMPANIES ACT, 1948-1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Articles of Association

OF

THE CUTLERY AND ALLIED TRADES
RESEARCH ASSOCIATION

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

"The Act means the Companies Act 1948 including any statutory modification or re-enactment thereof for the time being in force".

"Month" means calendar month.

"The Association" means the Cutlery and Allied Trades Research Association.

"The Office" means the registered office of the Association.

"The Council" until the election of the first Council means the Signatories, and thereafter means the Council of Management of the Association as a body or a quorum of the members thereof at a Council meeting.

"Secretary" includes any person appointed to perform the duties of the secretary of the Association whether temporarily or otherwise.

"In Writing" and "Written" include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in visible form.

Words which have a special meaning assigned to them in the Act have the same meaning in these presents.

Words importing the singular number include the plural, and the converse applies.

Words importing males include females.

Words importing persons include corporations.

"Notice" includes all written communications to members.

"These presents" means the Articles of Association for the time being of the Association".

"The Department" means the Council for Scientific and Industrial Research.

MEMBERS

2. For the purpose of registration the number of Members of the Association is declared to be unlimited.
3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The subscribers hereto shall be the first Ordinary Members, and subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.
5. The membership of the Association shall consist of persons or corporate bodies with the following status:-
 - (A) Ordinary Members who shall be the signatories of the Memorandum of Association and those persons or corporations carrying on business in the manufacture of the products of the Cutlery industry or any other trade or industry allied therewith or accessory thereto who shall be admitted as members of the Association in manner hereinafter provided.
 - (B) Associate Members who must be persons or corporations engaged in the manufacture of or dealing in machinery, appliances, accessories, materials or other requisites to be used in the said trades or industries or any of them, or persons or corporations carrying on business in marketing the products of the said trades or industries or any of them, or scientific workers, pressmen or others connected with the said trades or industries or likely to assist in the development of the said trades or industries or any of them, or superintendents, directors, secretaries or other offices of limited liability companies carrying on any of such businesses.
 - (C) Delegate Members, being delegates of other associations established for kindred purposes.
 - (D) Honorary Members, being persons, whether entitled or not to become Members under the above provisions, nominated for membership by the Council for special services or for special cause, and elected at a General Meeting.

No Member, other than an Ordinary Member, shall be entitled to vote at General Meetings. Members other than Ordinary Members shall be entitled to such of the privileges and benefits of the Association as the Council may from time to time determine, but without power to vote at any General Meeting.

6. No firm or other unincorporated association may as such become a member of the Association, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 7. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.
7. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Association, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall ipso facto cease to be a member of the Association or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a member of the Association and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.
8. All nominations and revocations mentioned in Articles 6 and 7 shall be in writing signed by all the members of the firm or other unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 16) to give notice in writing to the Member representing such firm or association to terminate his membership and to withdraw from the Association, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

9. A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 139 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meetings of the Association and vote thereat, and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing.
10. Any director or secretary of a corporation which is a Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to membership or approved as hereinbefore provided (not being such representative) may attend any meeting of the Association without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.
11. No person or corporation shall be admitted to Membership of the Association unless an application for membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.
12. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Association.
13. Any Ordinary Member may withdraw from the Association by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year and also for each and any subsequent year which such Member shall have guaranteed to subscribe on election, and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year. In default of such notice being so given, an Ordinary Member shall be liable to pay the subscription for the ensuing year and in cases where any undertaking or guarantee has been given for subscriptions or donations for any given number of years the Member shall continue to be liable thereunder.
14. Any Member other than an Ordinary Member may withdraw from the Association by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscriptions that may be due and also subscriptions for subsequent years and donations agreed upon or guaranteed by such Member on election (if any) and thereupon shall cease to be a Member.
15. Upon the retirement of any Member by notice as stated in Articles 13 and 14, the Member shall not be entitled under any conditions to any repayment of any subscription or any part thereof whether paid for the current year or for a year or years in advance.

16. 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 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 and to all the Members of the Council. Notice of the general nature of the grounds on which such 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. On a Member being removed, the Council shall return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid. Provided that in the case of a Member who has been appointed by the Department to be a Member of the Council, the Council shall not take action under this Article without previous consultation with the Department.
17. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.
18. Any Member of the Association who shall consider that his or its personal interests may be prejudicially affected by any research proposed to be undertaken by the Association may appeal to the Department against the particular work objected to and shall set forth in the appeal the grounds of the objection and shall at the same time forward a copy of the appeal respectively to the Secretary of the Association and the Director of Research or other responsible technical officer of the Association. The Department shall determine all questions raised on such appeal and its decision shall be final. Provided always that the Department may at any time give special permission or directions to the Director of Research through the Council to proceed with the research notwithstanding any appeal either during the time the appeal is pending or subsequently.

DUTIES OF MEMBERS

19. Every Member of the Association shall be bound :
- (A) To pay to the Association such entrance fee (if any) and such annual subscriptions as shall from time to time be fixed by the Association in General Meeting. Honorary and Delegate Members shall not be called upon to pay any subscriptions. All payments shall be made at the times, in the manner and subject to the conditions set out in the Bye-laws of the Association in force at the date of such payments.
 - (B) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Association for the time being in force.

- (C) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provisions of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Association.

COUNCIL OF THE ASSOCIATION

20. The business of the Association shall be managed by a Council.
21. The Council shall consist of not more than fifty and not less than ten Members, unless and until otherwise determined by the Association in General Meeting, provided always that the Council shall at all times include at least one representative of each of the following sections of the cutlery and allied industries, and of such other sections of the cutlery and allied industries as may be determined by the Association in General Meeting, that is to say
- (1) Blank manufacturers;
 - (2) Table knife manufacturers;
 - (3) Scissor manufacturers;
 - (4) Pen and pocket knife manufacturers;
 - (5) Butchers and other trade knife manufacturers;
 - (6) Handle manufacturers;
 - (7) Stainless steel flatware manufacturers.
22. A National of a member of the European Economic Community resident in a member of the European Economic Community shall be qualified to be a Member of the Council. All Members of the Council shall save as herein otherwise provided be Ordinary Members or representatives of corporations which are Ordinary Members of the Association elected by the Association. The Council may co-opt not more than five Members of Council who need not be Members of the Association, and need not qualify for membership of the Council by subscription, donation or otherwise, but who must be a National of a member of the EEC, resident in a member of the EEC. Provided always that the number of such co-opted Members shall never be more than one quarter of the whole body of the Members of Council.
23. The first Council shall consist of the following persons:-

David Brown, Roger Inman, Austin Shuard Milburn, Douglas Edward Owen, George Parkin, William George Marriott Ragg, Ruben Viner and Robert Laurie Walsh.

The persons appointed Members of the Council by this Article and any person appointed under Article 30 to fill casual vacancies among them are for the purpose of these presents to be deemed to be elected

Members of the Council.

24. The Association in General Meeting may appoint one President and such number of Vice-Presidents of the Association as they may deem advisable. Such President and Vice-Presidents shall be entitled to attend meetings of the Council and of the Association, but shall not be members thereof and shall have no right to vote as such at any such meetings. The President and Vice-Presidents for the time being shall retire at each Annual General Meeting of the Association but shall be eligible for re-election. It shall not be necessary for any President or Vice-President to have any special qualification for office, either by way of subscription, donation or otherwise.
25. Subject to Articles 22, 23, 26 and 30, Members of the Council shall be elected by the Association in General Meeting and shall retire as provided by Article 28.
26. The Department may, on the invitation of the Council, and if the Association is in receipt of a grant from the Department shall have the right to nominate and appoint not more than two persons (whether Members of the Association or not) as additional Members of the Council whatever the number of the Council may be, and may remove from time to time one or more of such additional Members and in that event or in the event of any casual vacancy among such additional Members of the Council may appoint others in their place. Provided always that the Department shall not be bound to exercise the said right. All nominations, appointments and revocations under this Article shall be made in writing addressed to the Secretary of the Association and every Member of the Council so nominated and appointed shall continue to act as a Member of the Council until withdrawn by the Department.
27. Notwithstanding the provisions aforesaid a nominated Member shall cease to be a Member of the Council in any of the events mentioned in Article 29.
28. At the Annual General Meeting in the year 1963 and at the Annual General Meeting in each subsequent year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members so retiring shall be deemed to be eligible for re-election.
29. The office of a Member of the Council shall be vacated:-
 - (A) If he becomes bankrupt or suspends payment or compounds with his creditors.
 - (B) If he is found lunatic or becomes of unsound mind.
 - (C) If by notice in writing to the Council he resigns his office.
 - (D) If he be called upon in writing by at least three-fourths of all

the other Members of the Council for the time being to resign office.

- (E) If, being an Ordinary Member or a representative of a corporation which is an Ordinary Member elected by the Association, he ceases to be an Ordinary Member or such representative as the case may be or if the corporation of which he is the representative ceases to be an Ordinary Member.
 - (F) If by virtue of Section 185 of the Act he ceases to be capable of being appointed a director of a Company.
 - (G) If he becomes prohibited from being a member of the Council by reason of any order made under Section 188 of the Act.
30. Subject as aforesaid the Council shall be entitled to appoint a person as a Member of the Council to fill a casual vacancy, howsoever caused. The person so appointed shall hold office until the Annual General Meeting next after his appointment, but he shall then be eligible for re-election.
31. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than ten the continuing Members may act for the purpose only of filling vacancies in the elected Members or summoning a General Meeting of the Association.
32. The Association may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Council from office pursuant to Section 184 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Association and such Member of the Council.

POWERS OF THE COUNCIL OF THE ASSOCIATION

33. The Council shall have sole control in regard to all matters relating to the management and organisation of the Association. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of these presents.
34. Without prejudice to the general powers conferred by Article 33 and the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:-
- (A) To make and impose, vary and repeal by-laws, rules and regulations for the administration and government of the Association and for carrying its objects into effect. Provided always that the same shall not in any way affect, vary or alter the provisions

contained in these presents.

- (B) To agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Association and the preparation, adoption and registration of the Association's Memorandum of Association and of these presents.
- (C) To pay all expenses incurred in carrying out the objects of the Association.
- (D) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price, and generally on such terms and conditions as they think fit.
- (E) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge on all or any of the property of the Association, or in such manner as they may think fit.
- (F) To take offices or acquire premises for the use of the Association, and to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants, whether engaged for permanent, temporary or special services, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (G) To engage professional or other assistance in connection with the business of the Association and subject to the provisions of the Memorandum of Association to pay reasonable fees or remuneration for the same as they may think fit.
- (H) To appoint any person or persons whether incorporated or not to act as trustee or trustees to accept and hold in trust for the Association any property belonging to the Association or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of the Memorandum of Association) to provide for the remuneration of such trustee or trustees.
- (I) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (J) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- (K) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.

- (L) To affix the seal of the Association to all deeds and documents requiring the same.
- (M) To determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- (N) To invest and deal with any of the moneys of the Association not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds and in such manner as they may think fit, and from time to time to vary or realise such investments, subject nevertheless to the provisions contained in the Memorandum of Association.
- (O) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.
- (P) To delegate any of their powers (other than their powers under Article 16 hereof) to Committees and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect or validity unless (a) a majority of the members present and entitled to vote are members of the Association, or (b) such a resolution is confirmed by the Council.
- (Q) To set up, constitute and organise local branches of the Association consisting of Members of the Association in such places as they may think fit, and to appoint, or authorise the Members of such local branches to appoint persons as additional members of any local branch and Councils consisting of Members of the Association to control and manage such local branches and to define the powers and duties of such local branches and Councils, and to make and impose by-laws, rules and regulations for the administration and government of such local branches and of such Councils and to delegate any of their powers to such local branches and to such Councils as they may deem fit.
- (R) To apply for, or oppose the application by others for concessions, rights, charters and legislative acts and authorisations from any government or authority, to apply for, oppose the application by others for, or seek the revocation of patents.
- (S) To appoint at any time and from time to time by power of attorney under the seal of the Association any persons to be the attorneys of the Association for such purposes outside the United Kingdom, with such powers, and for such period and subject to such conditions as the Council may from time to time think fit, but so that the Council shall not be at liberty to delegate to any such attorneys any of the discretions vested in the Council by these presents. Any such any such appointment may (if the Council think fit) be made in favour of the Members or any of the Members of any local branch established as aforesaid or in favour of any company

or of the members, directors, nominees, or managers of any company or firm, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Council think fit, and may authorise any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, for the time being vested in them.

- (T) To exercise the powers conferred by Section 35 of the Act, and such powers shall accordingly be vested in the Council.
- (U) To make provisions for compliance with any regulations which may be attached by the Department to the payment of grant.

PROCEEDINGS OF THE COUNCIL

- 35. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected Members of the Council shall be a quorum. Provided always that no resolution of any meeting of the Council shall have any effect or validity unless a majority of the members present and entitled to vote are members of the Association.
- 36. The Council may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if he should not be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman from those present for that meeting.
- 37. The Chairman or any three members of the Council may at any time, and the Secretary upon the request of the Chairman or any three Members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three Members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members present at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.
- 38. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Association for the time being vested in or exercisable by the Council.
- 39. The meetings and proceedings of any Committee appointed by the Council under Article 34(p) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under Article 34(p).

40. All acts done by any meeting of the Council or by a Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.

MINUTES

41. The Council shall cause minutes to be duly entered in books provided for the purpose:-
- (A) Of all appointments of officers;
 - (B) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
 - (C) Of all orders made by the Council and Committees of the Council;
 - (D) Of all resolutions and proceedings and General Meetings and of meetings of the Council and Committees.
42. Any such minutes of any meeting of the Council or of any Committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meetings, shall be receivable as prima facie evidence of the matters stated in such minutes.
43. There shall be at all times a Director of Research or other responsible technical officer who shall be appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Association.
44. No Member of the Association shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.
45. Every Member of the Council, Director of Research, officer, or other responsible person employed in the business of the Association shall, before entering upon his duties, sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties or while occupying such office or in the course of such employment as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Association, to the extent to which, and as and when he shall be entitled so to do in common with other Members of the Association in strict accordance with the rules and regulations made by the Council as provided by these presents.
46. Nothing in Articles 44 and 45 shall prevent discussion, disclosure or

publication as between Members of the Council and of the Association or its officers relating to researches undertaken or proposed to be undertaken by the Association subject to any rules and regulations which may be from time to time made by the Council with regards thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Association or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Association.

47. Every employee of the Association engaged on research or other scientific work shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Association at the cost of the Association all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon such research or other scientific work.
48. The Director of Research shall not, where a Member of the Association had appealed to the Department under Article 18, proceed with the research referred to in the appeal until the special permission or directions of the Department provided for in Article 18 have been received.

SEAL

49. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

50. The first General Meeting of the Association shall be held at such time within not less than one month and not more than three months after the incorporation of the Association and at such place as the Council shall determine. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
51. All General Meetings other than Annual General Meetings and the said first General Meeting shall be called Extraordinary General Meetings.
52. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the

Council capable of acting to form a quorum, any Member of the Council or any two Ordinary Members of the Association may convene an Extraordinary General Meetings in the same manner as nearly as possible as that in which Meetings may be convened by the Council.

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

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

- (A) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (B) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority, together representing not less than ninety-five per cent of the total voting rights at that Meeting of all the Members.
54. The accidental omission to give notice of a Meeting to, or the non-receipt of a notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

55. The business of an Annual General Meeting shall be:-

- (A) To receive and consider the accounts, the balance sheet and the reports of the Council and the Auditors.
- (B) To elect Members of the Council and other officers in the place of those retiring.
- (C) To appoint an Auditor or Auditors and fix his or their remuneration.
- (D) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

56. Every meeting of the Association shall be presided over by the Chairman

of the Council, and in his absence the meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Ordinary Members of the Association.

57. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven Ordinary Members present in person shall be a quorum. For the purposes of these presents a Corporation Member present by its representative shall be deemed to be present in person.

58. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved, but 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 is not present, those Ordinary Members who are present shall be a quorum and may transact the business for which the meeting was called.

59. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as an Ordinary Member. Subject to Article 60 every Ordinary Member shall have one vote and no more and no other Member shall be entitled to vote.

If a member is unable to be present and wishes to register a vote he may appoint a proxy, a proxy must be a member of the Association. Proxy forms are available from the Association Secretary.

60. No Ordinary Member shall be entitled to vote if his subscription is in arrear for the space of two months. Notwithstanding the provisions of Article 59, on a poll being taken on any resolution altering the nature or amount of the liability of Members or any class thereof to contribute to the funds of the Association, or on any resolution for the winding-up of the Association, every Ordinary Member, entitled to vote shall have one vote plus one additional vote for every complete £25 of subscription or levy contributed by that Member to the Association during the preceding calendar year.

61. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(A) By the Chairman; or

(B) By at least three Ordinary Members present in person or by proxy; or

(C) By any Ordinary Member or Ordinary Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a

particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes or proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recording in favour of or against such resolution.

The demand for a poll may be withdrawn.

62. Except as provided in Article 70, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
63. On a poll votes may be given either personally or by proxy.
64. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member of the Association.
65. 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 of the power or authority 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, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
66. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

THE CUTLERY AND ALLIED TRADES RESEARCH ASSOCIATION

I, _____, of _____,
in the County of _____, being a Member of the above-named
Association hereby appoint _____ of _____,
or failing him _____ of _____,
as my proxy to vote for me on my behalf at the (Annual or
Extra-ordinary or adjourned as the case may be) General Meeting of the
Association to be held on the _____ day of _____, 19____, and at any
adjournment thereof.

Signed this _____ day of _____, 19____.

*in favour of _____

This form is to be used ----- the resolution. Unless
against
otherwise instructed the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

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

68. A vote given in accordance with the terms of an instrument or 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 such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
69. 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. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
70. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

ACCOUNTS

71. The Council shall in accordance with the requirements of Section 12 of Companies Act 1976 cause proper books of account to be kept with respect to:-
- (A) All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
 - (B) All sales and purchases of goods by the Association;
 - (C) All assets and liabilities of the Association.
72. The books of account shall be kept at the office or subject to sub-section(3) of Section 147 of the Act at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.
73. The Council may from time to time determine 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 the Members.
74. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
75. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in

General Meeting together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member, and every holder of debentures, of the Association, and to the Department. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

76. 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.
77. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the Companies Act 1967 and Sections 13 and 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981.
78. The balance sheet shall be signed on behalf of the Council by two Members of the Council of the Association, and the Auditor's report shall be attached to the balance sheet, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

NOTICES

79. A notice may be given by the Association to any Member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a Meeting at the expiration of 24 hours after the letter is put into the post as a pre-paid letter.
80. Each member should from time to time notify in writing to the Association an address which shall be deemed his registered place of address within the meaning of article 79. If he shall not have named such an address he shall not be entitled to any notices.
81. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if advertised once in one London morning newspaper.
82. The signature to any notice to be given by the Association may be written or printed.
83. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members who are disentitled under these presents to receive notices of General Meetings from the Association.

84. Every notice or application to the Council or the Secretary or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

85. Every Member of the Council, Director of Research, Manager, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of funds of the Association to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

ARBITRATION

86. Subject to the provisions of Article 18, if and whenever any difference shall arise between the Association and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or omitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall be forthwith referred to two Arbitrators one to be appointed by each party in difference or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Act, 1950.

WINDING UP

87. The provisions of Clause 9 of the Memorandum of the Association relating to the winding up and dissolution of the Association shall have the same validity and effect as if they were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DAVID BROWN,
123 Dobcroft Road, Sheffield 7,
Company Director.

ROGER INMAN,
228 Graham Road, Sheffield 10,
Company Director.

AUSTIN SHUARD MILBURN,
3 Slayleigh Avenue, Sheffield 10,
Company Director.

DOUGLAS EDWARD OWEN,
165 Springfield Road, Sheffield 7,
Company Director.

GEORGE PARKIN,
42 Sandygate Park Road, Sheffield 10,
Company Director.

WILLIAM GORDON MARRIOTT RAGG,
15 Bents Drive, Sheffield 11,
Company Director.

RUBEN VINER,
53 Endcliffe Vale Road, Sheffield 10,
Company Director.

ROBERT LAURIE WALSH,
Penistone Cottage, Baslow, Bakewell,
Company Director.

Dated the 26th day of September, 1962.

Witness to the above Signatures:-

H. GRANT BIRD,
31 Parker's Road,
Sheffield 10,
Chartered Secretary.