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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THE RESEARCH AND DEVELOPMENT SOCIETY

MEMORANDUM and ARTICLES of ASSOCIATION

(Incorporated under Number 1014555 on 16 June 1971)

THE RESEARCH AND DEVELOPMENT SOCIETY
47 Belgrave Square, London SW1X 8QX

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPTIAL

MEMORANDUM OF ASSOCIATION

OF

THE RESEARCH AND DEVELOPMENT SOCIETY

1. The name of the Company (hereinafter called "the Society") is "THE RESEARCH AND DEVELOPMENT SOCIETY".

2. The registered office of the Company will be situate in England.

3. The objects for which the Society is established are:

(a) To promote and advance the better understanding of Research and Development and associated activities and to assist those concerned with its organisation or administration.

(b) Without prejudice to the generality of the foregoing:

(i) To hold, promote or support lectures, seminars, symposia or any form of meeting on matters relating to the purposes of the Society.

(ii) To publish, or arrange for publication of, the records of the proceedings of the Society, or associated activities, in the form of books, pamphlets, bulletins or any other form of record, which would promote the purposes or interests of the Society.

(iii) To encourage the study of Research and Development or associated activities, by provision of grants or scholarships or other financial assistance to persons undertaking such studies.

(iv) To co-operate with any national or international organisations societies associations companies or persons whose subjects in the opinion of the Executive Committee of the Society are to advance such study and understanding as aforesaid, or include the advancement of such study and understanding, as may exist or come into existence from time to time.

(c) To make and to receive any gift of money and of any property whatsoever whether subject to any special trust (not being inconsistent with the objects of the Society) or not for any one or more of the objects of the Society.

(d) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Executive Committee of the Society may think necessary or desirable to be so acquired for any of the purposes of the Society.

(e) To sell lease grant licences easements and other rights over and in any other manner deal with or dispose of the real or personal property assets rights and effects of the Society or any part thereof for such consideration as may by the Executive Committee of the Society be thought fit for any of the purposes of the Society.

(f) For the purposes of the Society to raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of, or charges upon, all or any of the property and assets of the Society, present or future, or without any such security, and to make accept endorse and

execute promissory notes, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgments of monies received or held on deposit or otherwise.

(g) To invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(h) To do all such other lawful things as may be incidental or conducive to the above objects or any of them Provided that:-

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Society 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 Society would make it a Trade Union.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or other governing body for the time being of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or governing body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners of the Secretary of State for Education and Science over such Executive Committee or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society whencesoever derived shall be applied towards the promotion of the objects of the Society 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 Society PROVIDED that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any Members of the Society in return for any service actually rendered to the Society nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Society; but so that no member of the Executive Committee or other governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Society to any member of such Executive Committee or governing body except of 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 Society. PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or other governing body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade and Industry.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Secretary of State for Trade and Industry to the Association in pursuance of Section 19 (1) of the Companies Act, 1948 is subject.

7. The liability of the Members is limited.

8. Every Member of the Society undertakes to contribute to the assets of the Society 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 Society 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 among themselves, such amount as may be required, not exceeding £5.

9. If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Society 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

Frank Peter Doyle
Beech Fell
The Down, Grivens Grove
Leatherhead
Surrey
Research Director

Bruce Douglas Doig
Crisset Cottage
Donkey Lane
Farningham, Kent
Company Secretary

John David Kendall
29 Princes Avenue
Woodford Green
Essex
Consultant

Kenneth Rupert Garrett
(Rockleigh)
Onslow Road
Walton-on-Thames
Surrey
Research Manager

John Graham Butlin
110 Dunkirk Avenue
Desborough
Northants
Deputy Director

Ronald Major Evans
37 Kent Avenue
Ealing, London W13
Development Manager

Basil Peters
69 Wheatlands
Heston, Hounslow
Middlesex
Technical Director

Peter Knowlson
69 Hartfield Road
London, SW19
Head of Planning Unit - CBI

Wilfred Cecil Frederick Hessenberg
70 Hayes Lane
Bromley, Kent
Research Scientist

DATED this 25 day of May, 1971

WITNESS to the above signatures:-

S F Woodward
23 Mortimer Road
Ealing W13

Editor

Amended by Resolution at the Annual General Meeting on 24 June 1997 [Article 52]

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE RESEARCH AND DEVELOPMENT SOCIETY

(Amended by Resolutions at the Annual General Meetings of 27 April 1977 [Article 8] and 27 June 1995 [Articles 16, 57, 68 and 61])

1. In these Articles unless there be something in the context inconsistent therewith

"The Society" means the above named Company.

"The Honorary Officers" shall mean the officers referred to in Article 29 hereof and shall not include any Honorary President or Vice President.

"The Executive Committee" means the Executive Committee for the time being of the Society.

"The Unincorporated Society" means the unincorporated society having objects similar to those of the Society and known as "The Research and Development Society".

"Unincorporated Organisation" means any unincorporated society or body (other than the Unincorporated Society) or any Government Department, Local or Public Authority or department thereof which is not a body corporate.

"Corporate Representative" means a person authorised by a Corporate Member to attend meetings of the Society as its representative whether or not he is also authorised to exercise the same powers on behalf of that Corporate Member as it could exercise if it were an Individual Member"

"In writing" means written, printed, lithographed, type-written, or partly written or partly printed, lithographed or typewritten.

Words importing the singular number also include the plural and *vice versa*, words importing the masculine include the feminine, and words importing persons include corporations.

MEMBERS

2 The number of Members with which the Society proposes to be registered is 200, but the Executive *Committee may* from time to time register an increase of Members.

3 (1) There shall be four classes of Members namely (i) Individual Members (ii) Corporate Members (iii) Representative Members and (iv) Honorary Members.

(2) The Individual Members shall be such of them the subscribers to the Memorandum of Association and the persons admitted as Individual Members in accordance with these Articles as shall not for the time being have ceased to be Members in accordance with these Articles. No body corporate shall be an Individual Member.

(3) The Corporate Members shall be the corporate bodies which shall have been admitted to membership in accordance with these Articles and shall not for the time being have ceased to be Members in accordance with these Articles.

(4) The Representative Members shall be such of them the persons admitted to membership as the nominees of any Unincorporated Organisation under Article 4 (2) and the persons admitted to membership as Representative Members under Article 4(3)(iii) as shall not for the time

being have ceased to be Members under these Articles. No body corporate shall be a Representative Member.

(5) Honorary Members shall be such persons whether existing Members of the Society or not who shall be elected as Honorary Members or who shall *ex officio* become Honorary Members in accordance with these Articles.

4 (1) Every Individual Member of the Unincorporated Society who has paid all subscriptions due by him to the Unincorporated Society and who *shall apply for admission before the 1st* January 1972 shall be forthwith admitted as an Individual Member and every Corporate Body which is a Member of the Unincorporated Society and which shall have paid all subscriptions due from it to the Unincorporated Society, if it applies for membership before the 1st January 1972, be forthwith admitted as a Corporate Member.

(2) If any Unincorporated Organisation is, or is treated as, a Member of the Unincorporated Society and there is in force any nomination of a person or persons to represent it at meetings of the Unincorporated Society then if such Unincorporated Organisation shall have paid all subscriptions due from it to the Society such person or persons shall on *applying for admission* be forthwith admitted to membership as a Representative Member or as Representative Members and he or they shall be deemed to represent such Unincorporated Organisation.

(3) Subject as aforesaid

(i) no person shall be admitted as an Individual Member unless he is proposed for membership by at least two Members and approved by the Executive Committee

(ii) no corporation shall be admitted as a Corporate *Member unless it applies for membership* and is approved by the Executive Committee

(iii) no person shall be admitted to membership as a Representative Member unless he has been nominated by an Unincorporated Organisation to represent it and the Executive Committee shall have approved the admission of a Representative Member or Representative Members on the *nomination of such Unincorporated* Organisation. A Representative Member shall be deemed to represent the Unincorporated Organisation which shall have nominated him for membership.

(iv) no person shall be admitted as a Honorary Member unless either he has been nominated by the Executive Committee and elected to be an Honorary Member by the Society in General Meeting or he has been appointed Honorary President or Honorary Vice-President of the Society.

5. A person who desires to be admitted to membership otherwise than under sub-clauses (1) or (2) of Article 4 shall deliver to the Secretary an application in writing for admission stating the class of Member he wishes to become in such form as the Executive Committee shall from time to time require.

6. Every Member shall be bound to further to the best of his ability the objects interest and *influence* of the Society and shall observe all bye-laws of the Society made pursuant to the powers in that behalf hereinafter contained.

7. A Member shall cease to be a Member

(a) if being an Individual Member or a Corporate Member notice of resignation signed by or on behalf of such Member is delivered to the Society, or

(b) if, being a Representative Member, he shall by notice in writing delivered to the Society resign or the Unincorporated Organisation which he represents shall by notice in writing delivered to the Society notify the Society that his authority to represent such nominating Organisation has been revoked.

8. (a) The entrance fees (if any) and annual subscriptions payable by Members of the Society shall be such as the Executive Committee shall from time to time prescribe and the Society in General Meeting shall approve provided that until the Executive Committee shall otherwise resolve and the Society shall so approve an annual subscription shall be payable by all Members as follows:

£10.00 for an Individual Member

£25.00 for a Corporate Member which shall entitle a Corporate Member to appoint up to ~~three~~ four Representatives

£10.00 for a Representative Member

Nil for an Honorary Member

All subscriptions shall become due and payable in advance on the first day of January in every year.

The first subscription of a Member admitted under sub-clause (1) or (2) of Article 4 shall fall due on the 1st January 1972 and the first subscription of any other Member shall fall due on his admission and shall be of the above amount if the Member is admitted between the first day of January and the thirtieth day of June and half of the above amount if the Member is admitted between the first day of July and the thirty-first day of December.

(b) Any Member whose annual subscription is unpaid for more than one year after it becomes due and payable shall cease *ipso facto* to be a Member of the Society, and shall forfeit all right in and claim upon the Society.

9. Any Member may be excluded from the Society by a Special Resolution passed at a duly convened General Meeting provided that at such meeting the Member concerned shall have been given a reasonable opportunity to speak on his own behalf. A Member so excluded shall forfeit all claim to a return of the money paid by him to the Society on his admission as a Member thereof or by way of annual subscription, as the case may be, and shall cease to be a Member of the Society.

GENERAL MEETINGS

10. The Society shall hold in each year a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it: and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

11. All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Executive Committee may whenever they think fit and they shall upon a requisition made in writing by any ten or more Members or as provided in Section 132 of the Companies Act 1948 convene an extraordinary general meeting.

13. Any requisition made by Members shall express the object of the meeting proposed to be called and shall be sent to or left at the registered office of the Society.

14. Upon the receipt of such requisition the Executive Committee shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within 21 days from the date of the requisition the requisitionists may themselves convene a meeting.

15. At least 21 clear days before every annual general meeting or meeting convened to consider a special resolution and 14 clear days before every other general meeting notice thereof specifying the place the day and 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 Society in general meeting; but the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts balance sheets and the ordinary report of the

Executive Committee and the election of Honorary Officers and other Executive Committee members in place of those retiring and the appointment and remuneration of the ~~auditors~~. reporting accountants

17. No business shall be transacted at any meeting unless a quorum of not less than nine Members (not including Honorary Members) is present at the commencement of such business.

18. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned meeting a quorum is not present it shall be dissolved.

19. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every general meeting of the Society.

20. If neither the Chairman nor the Vice-Chairman is present at the time of holding a meeting the Members present (other than Honorary Members) shall choose one of their number to be Chairman of such meeting.

21. The Chairman may with the consent of the meeting adjourn any 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.

22. At any general meeting, unless a poll is demanded by at least three Members excluding Honorary Members present in person or by proxy or by a

Member or Members so present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the fact.

23. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Society in general meeting save that a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

24. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or the poll is demanded shall be entitled to a second or casting vote.

25. Subject as hereinafter provided every Member shall have one vote. Provided that where an Unincorporated Organisation is for the time being represented by two or more Representative Members the vote of such one only of those Representative Members as by notice in writing given to the Society by that Unincorporated Organisation shall be authorised to vote on its behalf shall be accepted to the exclusion of the votes of the other Representative Members representing that Unincorporated Organisation. Honorary Members shall be entitled to notice of and to attend all general meetings but shall not have a vote thereat.

26. A Member of unsound mind, or in respect of whom an order has been made by any Court having

jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his Committee, receiver, *curator bonis* appointed by that Court and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy.

27. (a) On a poll votes may be given either personally or by proxy. A proxy need not be a Member.

(b) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal, or under the hand of some officer duly authorised in that behalf.

(c) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

(d) A vote given in accordance with the terms of an instrument of proxy shall be valid notwith-standing the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation

as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Subject as hereinafter provided a Corporate Member may authorise such person or persons as it thinks fit to attend as its representative or representatives at any meeting of the Society. A Corporate Member may by notice in writing given to the Society authorise one, but not more than one, of the persons so authorised by it to attend meetings to exercise in relation to meetings the same powers on behalf of that Corporate Member as that Corporate Member could exercise if it were an Individual Member Provided that a Corporate Member shall only be entitled to appoint more than two representatives for any year if it has paid the additional subscription for that year entitling it to appoint such number of additional representatives.

BRANCHES

29. The Executive Committee shall have power to create Branches of the Society in any districts of the United Kingdom where the number of Members resident in such districts is sufficient to further the objects of the Society by holding meetings or otherwise. The number of Members comprising Individual Members, Representative Members or Representatives of Corporate Members shall normally be not less than twenty.

30. The Executive Committee may at its discretion upon the receipt of a request to that effect from not less than twenty Members comprising Individual Members, Representative Members or Representatives of Corporate Members resident in any district of the United Kingdom create a Branch in

such district to further the objects of the Society by holding meetings or otherwise.

31. The Executive Committee shall have power to disolve a Branch.

32. Each Branch shall be constituted and its affairs shall be conducted in accordance with and subject to these Articles of Association and in accordance with such rules and regulations and in such a manner as may from time-to-time be approved by the Executive Committee. The Honorary Officers and Committee of each Branch shall be elected by members of that Branch from amongst the Members of the Society resident in the Branch area. The Chairman or Honorary Secretary of each Branch shall automatically be co-opted onto the Executive Committee for the duration of his/her term of office.

33. Membership of a Branch shall be open to all Members of the Society without payment of any further fee in addition to that payable to the Society by such a person or company in accordance with these Articles of Association. A person or company shall ipso facto cease to be a Member of a Branch if he/she/it ceases to be a Member of the Society.

34. The Executive Committee may contribute towards the formation and maintenance of a Branch from the general funds of the Society. The Branch shall present its budget annually or otherwise to the Executive Committee as the Executive Committee shall require.

HONORARY OFFICERS

35. The Honorary Officers of the Society shall consist of a Chairman, one Immediate Past-Chairman, one Vice-Chairman, a Treasurer, a Secretary and a Programme Secretary. The first Honorary Officers (other than the Immediate Past-Chairman) shall be appointed in writing by the subscribers to the Memorandum of Association or the majority of them.

Subsequent Honorary Officers (other than the Immediate Past-Chairman) shall be elected by the Society at Annual General Meetings. No person who is not a Member of the Society (or a representative of a Corporate Member) shall be eligible for appointment or election as an Honorary Officer of the Society.

36. The Chairman shall hold office for such period not exceeding two years as may be determined at the time of his appointment or of his election. At the end of his term of office no Chairman shall be eligible for re-election as Chairman during the period of four years thereafter but he shall hold the office of Immediate Past-Chairman until the termination of office of the Chairman who first succeeds him and is able and willing to accept the office of Immediate Past-Chairman.

37. The Vice-Chairman shall hold office for such period not exceeding two years as may be determined at the time of his appointment or election. At the end of his term of office he shall not be eligible for re-election as Vice-Chairman during a period of two years thereafter.

38. The Treasurer, Secretary and Programme Secretary shall in the case of those appointed by the subscribers to the Memorandum of Association hold office until the first Annual General Meeting when they shall be eligible for re-election. Thereafter the Treasurer, Secretary and Programme Secretary shall be elected annually at the Annual General Meeting and shall at the end of their period of office be eligible for re-election.

THE EXECUTIVE COMMITEEE

39 The Executive Committee of the Society shall consist of the Honorary Officers of the Society for the time being *ex officio* together with not more than six other Members. No person who is not a Member of the Society (or a representative of a Corporate Member) shall be eligible for appointment or election as a member of the Executive Committee.

40. The first members of the Executive Committee (other than the Honorary Officers) shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office for such period not exceeding three years as may be determined at the time of their respective appointments. Thereafter the Executive Committee members (other than the Honorary Officers) shall, without prejudice to Article 35, be elected at Annual General Meetings and, subject to Article 36, shall hold office for a period of three years respectively and shall not respectively be eligible for re-election before the expiration of one year after the expiration of their term of office.

41. The Executive Committee may from time to time appoint any Member of the Society (or representative of a Corporate Member) to be a member of the Committee either to fill a casual vacancy or as an addition to the existing Executive Committee members but so that the total of the Executive Committee members (exclusive of the Honorary Officers) shall not any any time exceed the number fixed by or in accordance with these Articles. Any Executive Committee member so appointed shall hold office only until the next following Annual General Meeting and shall be eligible for re-election.

DISQUALIFICATION OF HONORARY OFFICER OF EXECUTIVE COMMITTEE MEMBER

42. The office of Honorary Officer or Executive Committee member shall be vacated by the holder:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors

(B) If he becomes of unsound mind

(C) If he ceases to be a Member of the Society (or being a representative of a Corporate Member he ceases to be such representative or the Corporate Member whom he represents ceases to be a Member)

(D) If by notice in writing to the Society he resigns his office

(E) If being a Representative Member the Unincorporated Organisation which he represents revokes his nomination

(F) If removed from office by resolution of the Society in accordance with Section 184 of the Companies Act 1948

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

43. The Executive Committee may meet together from time to time, and shall in event meet together at least once every year, for the dispatch of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

44. A member of the Executive Committee may, and on the request of a member of the Executive Committee the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the several members of the Executive Committee. Provided that a member of the Executive Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

45. The Chairman, or in his absence, the Vice-Chairman, shall be entitled to preside at all meetings of the Executive Committee, and, if at any meeting neither the Chairman nor the Vice-Chairman be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting.

46. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Society for the time being vested in the Executive Committee generally.

47. The Executive Committee may delegate any of their powers to sub-committees consisting of such Member or Members of their body as they think fit.

POWERS OF THE EXECUTIVE COMMITTEE

48. The Executive Committee shall have absolute control over and the management of all the affairs and property of the Society and shall prescribe, alter or cancel rules for the regulation of the Society (such rules not inconsistent with or amounting to an alteration of these articles) and shall exercise all such powers of the Society as they shall think fit except as otherwise provided by statute of these Articles.

49. Without prejudice to the powers conferred by the last preceding Article the Executive Committee shall engage all such officers and servants including a General Secretary and enter into such contracts of service as they may consider necessary and shall regulate the duties of such officers and servants and fix their salaries.

50. Any provision of the Companies Acts 1948 to 1967 or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as, or in place of, the Secretary.

51. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Committee shall at any time be or be reduced in number to less than that fixed by or in accordance with these Articles as the quorum for meetings of the Executive Committee, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

HONORARY PRESIDENT AND VICE-PRESIDENTS

52. An Honorary President of the Society and one or more Honorary Vice-Presidents thereof may from time to time be appointed by the Executive Committee for a period not normally exceeding five years. A person appointed Honorary President or an Honorary Vice-President of the Society need not be a Member of the Society. Neither the Honorary President nor an Honorary Vice-President shall be a member of the Executive Committee but the Honorary President or an Honorary Vice-President shall attend meetings of the Executive Committee when called upon by the Executive Committee so to do for the purpose of consultation or otherwise. Every Honorary President and Honorary Vice-President

shall upon appointment be admitted as an Honorary Member of the Society.

ACCOUNTS

53. The Executive Committee shall cause proper books of account to be kept with respect to:-

    (a) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;

    (b) All sales and purchases of goods by the Society;

    (c) All monies and investments and the assets and liabilities of the Society.

54. The books of account shall be kept at the registered office of the Society or subject to Section 147(3) of the Companies Act 1948 at such other place or places as the Executive Committee think fit and shall always be open to the inspection of the Executive Committee.

55. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being members of the Executive Committee and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Executive Committee or by the Society in general meeting.

56. The Executive Committee shall from time to time in accordance with the provisions of the Companies

Acts 1948 to 1967 cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, balance sheets and reports as are referred to in these Acts.

57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Society in general meeting together with a copy of the accountant's report shall not less than twenty-one days before the date of the meeting be sent to every Member of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware.

AUDIT

58. Reporting Accountants shall be appointed and their duties regulated in accordance with Section 221 of the Companies Act 1985.

SEAL

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

NOTICES

60. A notice may be given by the Society to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

   (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Society an address to them;

   (b) the Reporting Accountant for the time being of the Society

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

INDEMNITY TO OFFICIALS

62. Subject to the provisions of Section 205 of the Companies Act 1948 the members of the Executive Committee or other Officers for the time being of the Society shall be indemnified out of the funds of the Society against all costs, damages, losses, charges and expenses which they shall

respectively incur or be put to on account of any act, deed, matter or thing which shall be executed done or permitted by them respectively in or about the *bona fide* execution of their respective offices and shall be reimbursed by the Society all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Society or otherwise in the execution of their respective offices, except such costs, losses and expenses as shall happen through their respective dishonesty or wilful acts, neglects or defaults.

63. Subject to the provisions of Section 205 of the Companies Act 1948 no member of the Executive Committee or other Officer shall be chargeable for any money which he shall not actually receive or be answerable for the act, receipt neglect, or default of any other member of the Executive Committee or Officer, or any banker, broker, collector, agent, or other person appointed by the Executive Committee or the Society with whom or into whose hands any property funds or monies of the Company may be deposited or come, or for the insufficiency of any security or investments in or upon which any of the monies of the Society shall be invested by order of the Executive Committee or for any loss or damage which may happen in the execution of his office unless the same shall happen through his own dishonesty or wilful act, neglect or default.

DISSOLUTION

64. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions hereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Frank Peter Doyle
Beech Fell
The Downs, Grivensgrove
Leatherhead, Surrey
Research Director

Bruce Douglas Doig
Crisset Cottage
Donkey Lane
Farningham, Kent
Company Secretary

John David Kendall
24 Princes Avenue
Woodford Green
Essex
Consultant

Kenneth Rupert Garrett
(Rockleigh)
Onslow Road
Walton-on-Thames
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Research Manager

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Peter Knowlson
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London SW19
Head of Planning Unit
CBI

Wilfred Cecil Frederick
Hessenberg
70 Hayes Lane
Bromley, Kent
Research Scientist

DATED this 25 day of May 1971

WITNESS to the above signatures:

S F Woodward
23 Mortimer Road
Ealing W13
Editor