

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

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

**MEMORANDUM OF ASSOCIATION
OF
THE FEDERATION OF FAMILY HISTORY SOCIETIES**

1. The name of the Company is **THE FEDERATION OF FAMILY HISTORY SOCIETIES** (hereinafter called "the Company")
2. The registered office of the Company will be situate in England and Wales.
3. The Objects for which the Company is registered are by charitable means:-
 - (i) to promote encourage and foster the study of family history, genealogy and heraldry and in furthering this to co-ordinate and assist the work of Member Societies and Bodies interested in family history, genealogy and heraldry
 - (ii) to promote the preservation, security and accessibility of archive material

(Such Objects hereinafter called "the Principal Objects")

In furtherance of the Principal Objects but not further or otherwise the Company shall have the following powers:-

- (A) to take over the whole of the property and to undertake all or any of the liabilities of the unincorporated association known as "The Federation of Family History Societies" (Registered Charity No. 284520)
- (B) to promote, organise, provide and manage training and educational programmes, seminars, conferences, teaching, displays, lectures and other means of educational communication for the information of the public and for the selection and training of people available to give advice regarding matters within the Principal Objects of the Company or otherwise able to assist in promoting the Principal Objects of the Company
- (C) to procure to be written and to print, publish, issue, circulate or otherwise disseminate, gratuitously or otherwise, newspapers, reports and periodicals, books, pamphlets, guides, leaflets and other literature in traditional printed, in microform, in machine readable or in any other appropriate format and films or recorded tapes to further the Principal Objects
- (D) subject to such consents, if any, as may be required by law, to purchase, take on lease, or in exchange, hire or otherwise acquire and to hold, sell, lease, licence or otherwise dispose of any real or personal property and all rights or privileges which may be necessary or convenient for the promotion of the

Principal Objects of the Company and to construct, maintain and alter any buildings and erections upon any land held by or belonging to the Company for any estate or interest for the work of the Company

- (E) To provide, furnish with, purchase, take on lease, hire, or otherwise acquire, maintain, repair and alter motor vehicles, technical equipment, plant, machinery, seats, furniture, fixtures and fittings necessary or convenient or usually or normally used in connection with or for the Principal Objects of the Company
- (F) subject to such consents as may be required by law, to sell, improve, manage, develop, let, mortgage, exchange, dispose of, turn to account or otherwise deal with all or any part of the property or assets of the Company as may be expedient in the promotion of its Principal Objects
- (G) to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Company
- (H) to apply for, invite, obtain, collect and receive moneys, funds, securities and other sources of income and capital by way of promotion of fund-raising events and schemes, contributions, subscriptions, donations, grants, sales of the Company's publications and to take gifts by Will and inter vivos of property of any description, whether or not subject to express trusts
- (I) to apply for, purchase or otherwise acquire any copyrights, licences, concessions, patents, patent rights, trade marks and the like which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated to benefit the Company; and to use, exercise, develop or grant licences in respect of or otherwise turn to account, the property, right or information so acquired
- (J) to use the moneys so obtained to defray the day to day expenses of administering the Company and in particular the rental, installation and charges of telephones and associated equipment, postage and stationery
- (K) subject to Clause 4 to employ and retain staff not being members of the Executive Committee on either a full-time or part-time basis on such terms as to pay and conditions, including provision for the payment of pensions and superannuations to or on behalf of staff, their widows, widowers and dependents as the Company shall agree, to supervise, organise and carry on the work of the Company
- (L) subject to such consents, if any, as may be required by law, to borrow or raise money and secure its repayment in any manner and to open and operate banking accounts and any other facilities for banking
- (M) to invest and deal with the funds of the Company in or upon such investments, securities or properties as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law
- (N) to establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to any association, society or other body, corporate or

unincorporate, established for charitable purposes only and having primary objects wholly or partly similar to those of the Company and for the purposes of promoting the Principal Objects of the Company

- (O) to establish, promote or assist any company or companies with exclusively charitable objects all or any of which are similar to the Principal Objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purposes of carrying on any activity which the Company is authorised to carry on for any other charitable purpose calculated to benefit this Company in the furtherance of its Principal Objects
- (P) to amalgamate with any companies, institutions, societies or associations having Principal Objects wholly or in part similar to those of the Company
- (Q) to enter into any contracts of insurance in respect of any matter in which the Company has an insurable interest including professional indemnity insurance in respect of any fraudulent negligent or other tortious acts by persons employed by the Company and those working on its behalf in a voluntary capacity
- (R) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company
- (S) to do all other lawful things as shall be incidental or conducive to or as shall further the Principal Objects of the Company or any of them (including without prejudice to the generality of the foregoing):-
 - (a) to co-operate with other societies and institutions on matters of common interest
 - (b) to co-ordinate the work of Member Societies and Bodies in the recording, abstracting, transcribing and indexing of original records, printed volumes and other sources of data or reference particularly on matters of family history, genealogical or heraldry interest
 - (c) to engage in educational activities including publishing and selling
 - (d) to hold, or cause to be held, an archive of printed and other works relating to family history, genealogy, heraldry and related subjects

PROVIDED ALWAYS that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 governing body of the Company shall be chargeable for any such property that may come into its or their hands and shall be answerable and accountable for its or their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the extent that they would as such governing body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such governing body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its Principal Objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company and no member of its Executive Committee shall be appointed to any office of the Company paid by salary or fees or (except as hereinafter provided) receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing shall prevent any payment in good faith by the Company:-

- (A) of reasonable and proper remuneration to any Member, officer or servant of the Company not being a serving member of its Executive Committee for any services actually rendered to the Company;
- (B) of interest on money lent by any Member of the Company or any member of its Executive Committee at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by that Executive Committee or 3% whichever is the greater;
- (C) of reasonable and proper rent for premises demised or let by any Member of the Company or any member of its Executive Committee;
- (D) of fees, remuneration or other benefit in money or money's worth to a company, statutory or private body or voluntary organisation of which a member of the Executive Committee may be a member holding not more than one one-hundredth part of the capital of that company;
- (E) and to any Member of the Company or any member of its Executive Committee of reasonable out-of-pocket expenses necessarily incurred on the Company's behalf

5. The liability of the Members is limited

6. Every Member of the Company undertakes to contribute:-

- (A) to its assets, in the event of it being wound up whilst it is a Member or within one year after it ceases to be a Member;
- (B) for payment of the debts and liabilities of the Company, contracted before it ceased to be a Member, and of the costs, charges and expenses of winding up; and
- (C) for the adjustment of the rights of the contributories amongst themselves

such amount as may be required not exceeding £1

7. If, upon the winding-up or dissolution of the Company, there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed directly among the Members of the Company, but shall be given or transferred to a charitable institution or institutions having objects similar to the Principal Objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed upon the Company under or by virtue of Clause 4, such institution or institutions to be

determined by the Members of the Company at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and insofar as effect cannot be given to such provision, then to some other charitable object

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to the Memorandum

Names and Addresses of Subscribers

Name: David Stuart Lambert

Address: John Dalton House
121 Deansgate
Manchester M3 2AB
(Solicitor)

Name: Stuart Peter Valentine

Address: 157 Kent House Road
Beckenham, Kent, BR3 1JZ

Dated this 6th day of May 1994

Witness Name and Address

C.N. Storey
121 Deansgate
Manchester

Solicitor

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

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

**NEW ARTICLES OF ASSOCIATION
(adopted by Special Resolution passed on 17th April 2004)**

OF

THE FEDERATION OF FAMILY HISTORY SOCIETIES

Company Number 2930189

INTERPRETATION

1. In these Articles:

“the Act” means the Companies Act 1985 including any statutory modifications or re-enactments thereof for the time being in force

“the Applicant” means a Society or Body which seeks membership of the Company

“the Auditors” means the auditor to the Company for the time being

“Debenture” means an instrument in writing acknowledging or evidencing a debt owed by the Company or as a security for a loan of a fixed sum of money at interest

“United Kingdom” means the United Kingdom of Great Britain and Northern Ireland

“Meeting” means a General Meeting of the Members of the Company including where the context so admits an Annual General Meeting

“the Seal” means the Common Seal of the Company

“the Company Secretary” means any person appointed to perform the duties of the Company Secretary

“Voting Members” means Members who have Ordinary membership of the Company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a permanent visible form

Unless the context requires otherwise words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any

statutory modification thereof not in force when these regulations became binding on the Company

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate if not inconsistent with the context

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association
3. The Members of the Company and such other persons or bodies as shall be admitted to membership in accordance with the provisions hereinafter contained shall be Members of the Company from time to time
4. Membership shall be of three classes:
 - (a) Ordinary membership - open to all Societies or Bodies in the United Kingdom which are in the opinion of the Executive Committee primarily concerned with family history, genealogy or heraldry
 - (b) Associate membership - open to all Societies or Bodies (other than those eligible for Ordinary membership) which are interested in family history, genealogy or heraldry and whose association with the Company, in the opinion of the Executive Committee, is considered desirable
 - (c) Institutional Membership open to all Bodies other than Societies or Bodies eligible for Ordinary or Associate Membership including (without prejudice to the generality of the foregoing) libraries, archives, repositories and public institutions that are interested in the preservation, security and accessibility of archive material and whose association with the Company, in the opinion of the Executive Committee, is considered desirable
5.
 - (a) The rights and privileges of a Member shall not be transferable
 - (b) No Society or Body shall be admitted as an Ordinary, Associate or Institutional member of the Company until it has satisfied the Executive Committee that it complies with the Articles
 - (c) With every application for membership an Applicant for Ordinary or Associate Membership must include a copy of its current Constitution and state the size of its current membership. An applicant for Institutional Membership must include details of its current legal status including (if a limited company) a copy of its Memorandum and Articles of Association and its Certificate of Incorporation or (if a statutory or other institution or body) written evidence of its legal status. Every Applicant shall complete and deliver to the Company a membership application form in such format as the Executive Committee require signed by a duly authorised officer or person and pay an entrance fee (if required) or subscription of an amount

prescribed from time to time by the Voting Members of the Company in General Meeting

- (d) The application for membership shall incorporate an undertaking that the prospective applicant for membership will, if elected, be bound by the Memorandum and Articles of Association of the Company and the regulations and rules of the Company and will from time to time submit a copy of any amendments to its Constitution or legal status or a copy of any new Constitution adopted by its members or legal status
 - (e) Upon receipt of the requisite application (accompanied by the appropriate documents required by Article 5(c)) the Executive Committee shall at its next appropriate Meeting consider the application and, if approved, elect the Applicant to membership either as an Ordinary, Associate or Institutional member. An election for membership shall require a simple majority of those members of the Executive Committee present and voting
6. (a) The Executive Committee shall make rules for the payment to the Company by Members of entrance fees and annual subscriptions. The Executive Committee shall have power to vary the rules or make new rules from time to time and to determine when any rules made or any variation shall come into force or cease to have effect. The rules for the time being in force shall provide for such matters concerning fees and subscriptions as the Executive Committee shall determine save that only the Voting Members shall in General Meeting from time to time fix the amount of the entrance fee and the annual subscription. The rules may provide for differing rates of fee and subscription
- (b) Every Member of the Company shall pay subscriptions to the Company in accordance with the rules for the time being in force as aforesaid
7. A Member shall cease to be a Member of the Company:
- (a) If a Member of the Company fails to pay its subscription within three months of it becoming payable under the said rules, it may be served by the Company with notice in writing (in the manner hereinafter provided) of such failure, and if the subscription has not been paid within three months of the service of such notice it shall ipso facto cease to be a Member of the Company. A Member may apply to be re-admitted to the Company as a Member on such terms with regard to arrears of subscription as the Executive Committee may determine
 - (b) If:
 - (i) The Member breaches the undertaking given on its application for membership; or
 - (ii) It ceases to be eligible for membership (if an Ordinary Member) no longer being primarily concerned with family history, genealogy or heraldry or (if an Associate Member) it ceases to be interested in family history, genealogy or heraldry and it is undesirable to remain associated with it or (if an Institutional Member) it ceases to be interested in promoting

the preservation, security and accessibility of archive material;
or

- (iii) The conduct of the Member shall be judged such as to damage the welfare of the Company as a whole

The Company in General Meeting may expel the Society or Body concerned on a Resolution submitted twenty-eight days before the relevant Meeting either by the Executive Committee or by a Resolution signed jointly by ten Voting Members; a copy of the Resolution shall be sent at the same time to the Secretary of the Member Society or Body whose expulsion is proposed

The Member in question may be represented at the General Meeting of the Company and its representative may speak on the Resolution but may not vote thereon. The Resolution shall be passed if two-thirds or more of the votes cast by the Voting Members present and voting at the Meeting are in favour of expulsion

- (c) Upon it giving at least three months notice in writing to the Secretary to the Executive Committee that it intends to resign its membership on the expiration of the notice

Any Member ceasing to be a Member under this Regulation 7 of these Articles shall have no right to the return of the whole or any part of subscription or other fees paid by it to the Company

REGISTERS

- 8. The Executive Committee shall cause the following registers to be kept at the Registered Office of the Company:-
 - (a) A Register of Members;
 - (b) A Register of the interest of the Executive Committee in Debentures of the Company or its associated Companies
- 9. The Executive Committee shall cause such Registers as are kept under the provisions of Article 8 hereof to be completed and made available for inspection in accordance with the provisions of the Act and in particular, but without prejudice to the foregoing, to Sections 325 and 352 of the Act

GENERAL MEETINGS

- 10. The Company shall in each year hold a General Meeting of its Members 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 Company 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 of the Members of the Company other than Annual General Meetings shall be called General Meetings

12. The Executive Committee may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Executive Committee members capable of acting to form a quorum, any Executive Committee member or any two Members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Executive Committee

NOTICES OF GENERAL MEETINGS

13. An Annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least, and a General Meeting of the Company other than an Annual General Meeting or a General 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 the General Meeting and, in the case of special business, the general nature of that business and in the case of an Annual General Meeting shall specify the General Meeting as such. The Notice shall be given in accordance with Article 67 or in such other manner, if any, as may be prescribed by the Company in General Meeting:

Provided that a Meeting of the Company 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 General 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
14. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate proceedings at that Meeting

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

15. (a) Any corporation which is a Voting Member of the Company may by Resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he or she represents as that corporation could exercise if it were an individual Member of the Company. A corporation represented at a Meeting by its authorised representative shall be deemed for all purposes to be present in person
- (b) The authorised representative shall be entitled to attend, speak and vote at all Meetings

UNINCORPORATED ASSOCIATIONS, SOCIETIES AND BODIES

16. (a) Any Voting Member being a Society, Organisation or Body which is not a corporation may by Resolution of its governing body appoint such person as it thinks fit to act as its representative at any Meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Society, Organisation or Body which he or she represents as that Society, Organisation or Body could exercise if it were an individual Member of the Company. A Society, Organisation or Body represented at a Meeting by its authorised representative shall be deemed for all purposes to be present in person
- (b) The officially appointed representatives of Voting Members shall be entitled to attend speak and vote at all Meetings

ASSOCIATE MEMBERS AND INSTITUTIONAL MEMBERS

17. (a) An Associate Member shall appoint its representative to represent it at any Meeting of the Members of the Company in the manner (mutatis mutandis) specified in Articles 15 or 16 respectively whichever is appropriate as if the words "Associate Member" were substituted for the words "Voting Member" and the words "attend and speak but not vote" were substituted for the words "attend speak and vote" wherever they appear in such Articles
- (b) An Institutional Members shall appoint its representative to represent it at any Meeting of the Members of the Company in the manner (mutatis mutandis) specified in Articles 15 or 16 respectively whichever is appropriate as if the words "Institutional Member" were substituted for the words "Voting Member" and the words "attend and speak but not vote" were substituted for the words "attend speak and vote" wherever they appear in such Articles

REPRESENTATIVES AUTHORITY

18. (a) A Voting Member shall notify the Company in the manner prescribed by any rules or bye-laws prescribed by the Executive Committee from time to time in accordance with Article 42 of the appointment of its representative for attendance at any Meeting of the Company. In the absence of any such rule or bye-law a copy of the Resolution appointing its representative (certified as a true copy by the chairman or other proper officer of the corporation, Society, Organisation or Body as the case may be) shall be conclusive evidence of the appointment of the authorised representative
- (b) A representative may be appointed by more than one Voting Member provided that such representative may not be appointed to represent and vote on behalf of more than two Voting Members at any Meeting of the Company
- (c) If the officially appointed representatives of any Member is unable to attend a Meeting of the Company notice may be given to the Company of the appointment of a substitute representative who may

attend speak and vote if so entitled on behalf of that Member. At least 24 hours prior notice of substitution must however be given

PROCEEDINGS AT MEETINGS

19. All business shall be deemed special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and Auditors, the election of the Patron, President, Vice-President(s) and Executive Committee members and the appointment of, and the fixing of the remuneration of, the Auditors
20. No business shall be transacted at any Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; 20 or 1/10th of the Voting Members present in person whichever shall be the greater shall be a quorum
21. 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 next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine
22. The President, if any, of the Company shall preside as chairman at the Annual General Meeting of the Company, or if there is no such President, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act, the longest serving Vice-President, who shall be so willing, shall act. If there is no Vice-President willing to act, the Chairman or Vice Chairman of the Executive Committee shall preside. The Chairman of the Executive Committee shall preside as chairman at all other General Meetings of the Company or, if he or she shall not be present within fifteen minutes after the time appointed for the holding of the General Meeting or is unwilling to act, the Vice-Chairman, failing whom any other Executive Committee member willing to act, shall preside
23. If at any Meeting no Executive Committee member is willing to act as chairman or if no Executive Committee member is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their representatives to be chairman of the Meeting
24. The chairman of the Meeting may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of the original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting
25. At any 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 twenty Voting Members present in person or (c) by any Voting Member or Voting

Members present in person and representing not less than one-tenth of the total voting rights of all the Voting 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 carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn

26. Except as provided in Articles 28 and 32 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
27. 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 at which the poll is demanded, shall not be entitled to a casting vote and the Resolution shall be lost
28. A poll demanded on the election of a chairman of the Meeting, 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
29. Subject to the provisions of the Act, a resolution in writing signed by all the Voting Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and any such resolution in writing may consist of several documents in the like form each signed by one or more of such Voting Members. The duly authorised representatives of Voting Members shall sign such resolution on behalf of the Voting Member appointing them
30. If at any Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting, and not in that case unless it shall, in the opinion of the chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting

VOTES OF MEMBERS

31. (a) On a show of hands every Voting Member which is present in person (as defined above) shall have one vote. An Associate Member or Institutional Member shall have no vote

(b) Voting by Voting Members at a Meeting on a show of hands shall be by authorised representatives on a show of official ballot cards
32. On a poll every Voting Member present in person (as defined above) shall have one vote. Votes shall be given by the authorised representative of the Voting Member by secret ballot
33. No Voting Member shall be entitled to vote at any Meeting if either:-

- (a) All moneys presently payable by it to the Company have not been paid; or
- (b) If such vote is upon a resolution whereby it is likely to receive a benefit under Clause 4 of the Memorandum of Association of the Company

No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the chairman of the Meeting whose decision shall be final and conclusive

NUMBER AND STATUS OF EXECUTIVE COMMITTEE MEMBERS

- 34. The number of appointed or elected Executive Committee members shall not exceed twelve. The Executive Committee members shall be the Directors of the Company for the purposes of the Act. The Executive Committee shall have the power to co-opt no more than three persons to act as additional members of the Executive Committee until the next Annual General Meeting of the Company following their co-option, even if the total number of members of the Executive Committee, including co-opted members, shall exceed twelve

APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS

- 35. The Executive Committee shall have power at any time, and from time to time, to appoint any person to be an Executive Committee member, either to fill a casual vacancy or as an addition to the existing Executive Committee, but so that the total number of Executive Committee members shall not at any time exceed the number fixed in accordance with these Articles. Any Executive Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Executive Committee members who are to retire by rotation at such Meeting
- 36. Members of the Executive Committee (and members of Sub-Committees of the Executive Committee) shall be paid all reasonable travelling and other out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Executive Committee (or any Sub-Committee of the Executive Committee) of the Company or in connection with the business of the Company
- 37. No Executive Committee member shall vacate his or her office or be ineligible for re-appointment as an Executive Committee member nor shall any person be ineligible for appointment as an Executive Committee member by reason only of his or her having attained a particular age
- 38. The Voting Members shall elect the Chairman and Treasurer and not more than ten other persons to serve on the Executive Committee. The persons appointed or elected to serve on the Executive Committee may choose from amongst those persons (other than the Chairman and Treasurer), a Vice-Chairman and shall allocate other posts as they see fit to the other persons

BORROWING POWERS

39. The Executive Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue Debentures, Debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the Objects of the Company

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

40. The business of the Company shall be managed by the Executive Committee, which may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in Meeting, subject nevertheless to provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made
41. The Executive Committee may from time to time make such rules or bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but not exclusively it may by such rules or bye-laws regulate:-
- (a) The admission of Members of the Company, the rights and privileges of such Members, the conditions of membership including any payments to be made by Members (but not their amount), and the terms on which Members may resign or have their membership terminated;
 - (b) The co-operation of Members of the Company with the Company's paid and voluntary staff;
 - (c) The notification to the Company of the appointment by a Member of its duly authorised representative at a Meeting of the Company's Members
 - (d) The procedure at Meetings of the Company and Meetings of the Executive Committee and Sub-Committees of the Executive Committee insofar as such procedures are not regulated by these Articles
 - (e) The management of any property that may be acquired by the Company
42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine

43. The Executive Committee shall cause minutes to be made of all appointments of officers made by them, of the names of the Executive Committee members present at each Meeting of the Executive Committee and of any Sub-Committee of the Executive Committee, and of all Resolutions and proceedings at all Meetings of the Company, and of the Executive Committee, and of Sub-Committees of the Executive Committee and any such minutes (if approved by the Executive Committee and thereafter signed by the chairman of the next succeeding Meeting) shall be sufficient evidence without any further proof of the facts therein stated
44. The continuing Executive Committee members may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number prescribed by these Articles as the necessary quorum of the Executive Committee, the continuing Executive Committee members or Executive Committee member may only act as Executive Committee member(s) to admit persons to membership of the Company, to appoint additional Executive Committee members or to summon a General Meeting of the Company
45. If a member of the Executive Committee is directly or indirectly interested in any contract or proposed contract, arrangement, or dealing with a company, statutory or private body, or voluntary organisation, permitted by Clause 4 of the Memorandum he or she should declare the nature of his or her interest at a Meeting of the Executive Committee, and subject thereto and subject to the right of the remaining members of the Executive Committee to resolve that he or she withdraws and not vote on the particular matter he or she may be counted in the quorum present at any Meeting of the Executive Committee whereat such contract, arrangement or dealing is considered or entered into but he or she may not vote in respect thereof

DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

46. The office of Executive Committee member shall be vacated if the Executive Committee member:-
- (a) Has a receiving order made against him or her or makes an arrangement or composition with his or her creditors generally; or
 - (b) Becomes prohibited from being an Executive Committee member by reason of any Order made under the Company Directors Disqualification Act 1986; or
 - (c) Becomes of unsound mind; or
 - (d) Resigns his or her office by notice in writing to the Company; or
 - (e) Is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act; or
 - (f) Is in the circumstances permitted by Clause 4 of the Memorandum of Association directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in

manner required by Section 317 of the Act and Article 45 and the Executive Committee resolve that he or she shall vacate his office; or

- (g) Has held office on the Executive Committee for the continuous period of eight consecutive years; or
- (h) Shall have failed to attend two consecutive meetings of the Executive Committee without the consent of the Executive Committee and the Executive Committee resolve that his or her office be vacated

ROTATION OF EXECUTIVE COMMITTEE MEMBERS

47. (a) The term of office of a member of the Executive Committee shall be four years commencing at the conclusion of business at the Annual General Meeting at which he or she was elected to the Executive Committee by Voting Members
- (b) At the Annual General Meeting in every subsequent year those Executive Committee members who have held office for four years shall retire from office but shall be eligible to stand for re-election for a further period of four years
- (c) A retiring Executive Committee member (subject as hereinafter appears) shall be eligible for re-election for one further term of up to four years but no Executive Committee member shall serve for a continuous period of more than eight consecutive years. After the lapse of one year such former Executive Committee member may be re-elected for a further term of four years and thereafter be re-elected for one further period of four years
- (d) The Company at the Meeting at which an Executive Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Executive Committee member, shall, in offering himself or herself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of such Executive Committee member shall have been put to the Meeting and lost
- (e) No person, other than an Executive Committee member retiring at the Meeting, shall (unless recommended by the Executive Committee) be eligible for election to the office of Executive Committee member at any Annual General Meeting unless, not less than twenty-one days before the date appointed for the Meeting, the Administrator of the Company shall have received notice in writing, signed by two Voting Members duly qualified to attend and vote at the Meeting for which such notice is given, of their intention to propose and second the proposal of such person for election, and also notice in writing signed by that person of his or her willingness to be elected
- (f) The Company may from time to time by Ordinary Resolution increase or reduce the number of Executive Committee members, and may also determine the length of term of an Executive Committee member

provided that the length of term shall not exceed the continuous period of office referred to in Article 47(c)

48. Subject to Article 47, the Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Executive Committee member before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Executive Committee member
49. The Company may by Ordinary Resolution appoint another person in place of an Executive Committee member removed from office under the immediately preceding Article. Without prejudice to the powers of the Executive Committee under Article 35, the Company in General Meeting may appoint any person to be an Executive Committee member either to fill a casual vacancy or as an additional Executive Committee member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become an Executive Committee member on the day on which the Executive Committee member in whose place he or she is appointed was last elected an Executive Committee member

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

50. (a) The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings, as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. An Executive Committee member may, and the Secretary to the Executive Committee on the requisition of an Executive Committee member shall, at any time summon a Meeting of the Executive Committee. It shall not be necessary to give notice of a Meeting of Executive Committee to any Executive Committee member for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Executive Committee shall be four or one third of all the members of the Executive Committee whichever is the greater
 - (b) The Chairman of the Company elected in accordance with Article 39 shall chair the Meetings of the Executive Committee; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same the Vice-Chairman shall be chairman of the Meeting but if no such Vice-Chairman is elected, or if at any Meeting the Vice-Chairman is not present within five minutes after the time appointed for holding the same then the Executive Committee members present may choose one of their number to be chairman of the Meeting
51. All acts done by any Meeting of the Executive Committee or of a Sub-Committee of the Executive Committee, or by any person acting as an Executive Committee member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Committee member

52. A Resolution in writing, signed by all the Executive Committee members for the time being entitled to receive notice of a Meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a Meeting of the Executive Committee duly convened and held and any such Resolution in writing may consist of several documents in like form signed by one or more of such Executive Committee members

SUB-COMMITTEES

53. (a) The Executive Committee may delegate any of its powers to a Sub-Committee (subject always to overriding liability and obligation of the members of the Executive Committee as Trustees) except (without prejudice to the generality of the foregoing):
- (i) the approval of Standing Orders for Committees
 - (ii) the appointment of the Company Secretary
- (b) (i) Each Sub-Committee shall include a member of the Executive Committee; every Chairman of a Sub-Committee shall be a member of the Executive Committee appointed by the Executive Committee
- (ii) Membership of each Sub-Committee shall be approved annually by the Executive Committee. The Sub-Committee shall appoint its own officers, other than the Chairman of the Sub-Committee
 - (iii) Sub-Committees shall have the power to co-opt additional members, subject to the approval of the Executive Committee
 - (iv) the Chairman of the Executive Committee of the Company shall be an ex-officio member of all Sub-Committees
 - (v) other than the Chairman appointed by the Executive Committee to chair the Sub-Committee, there shall be no limit to the length of continuous service of any Sub-Committee member
 - (vi) Any Sub-Committee formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee, act in accordance with any budget approved by the Executive Committee and be subject to a full and prompt report to the Executive Committee thereon.
54. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Sub-Committee present, and in the case of an equality of votes the chairman of the Sub-Committee shall have a second or casting vote
55. A member of a Sub-Committee shall immediately cease to serve thereon if:-
- (a) he or she resigns; or
 - (b) he or she is removed by Resolution of the Executive Committee

HONORARY OFFICERS

56. (a) The Executive Committee shall have power to nominate such person as it shall think fit to be President and up to five persons to be Vice-Presidents. It shall also have power to nominate such person or persons as it shall think fit to be the Patron of the Company. Such person or persons, who consent to their nomination, shall be recommended by the Executive Committee to the Members in General Meeting for election
- (b) The positions of President, Vice-President and Patron shall be honorary and the holders shall not be Members of the Company nor members of the Executive Committee. They shall be entitled to receive notice of and to attend and speak at General Meetings of the Company but shall not be entitled to vote at such Meetings
- (c) The President shall hold office until the conclusion of the Annual General Meeting of the Members of the Company on or next following the fifth anniversary of his or her becoming President. At the expiration of such term of five years the President shall be eligible for re-election for one final term of five years but no more
- (d) A Vice-President shall hold office for life unless he or she resigns or is removed by the passing of a Special Resolution of the Voting Members
- (e) Once appointed the Patron shall remain in office for life unless he or she resigns or is removed by an Ordinary Resolution of the Voting Members of the Company

COMPANY SECRETARY

57. Subject to Sections 10 and 13(5) of the Act, the Company Secretary shall be appointed by the Executive Committee for such term, and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them provided that no Executive Committee member may occupy the position of Company Secretary
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to an Executive Committee member and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as Executive Committee member and as, or in place of, the Company Secretary

THE SEAL

59. The Executive Committee shall provide for the safe custody of the Seal, 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 members in that behalf, and every instrument to which the Seal shall be affixed shall be signed by an Executive Committee member and shall be countersigned by the Company Secretary or by a second Executive

Committee member or by some other person appointed by the Executive Committee for that purpose

ACCOUNTS AND EXECUTIVE COMMITTEE REPORT

60. The Executive Committee shall cause accounting records to be kept in accordance with Sections 221 and 223 of the Act
61. The books of account or accounting records shall be kept at the Registered Office, or, subject to the provisions of the Act, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the officers of the Company
62. 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 Company or any of them shall be open to the inspection of Members not being officers of the Company, and no Member (not being an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Executive Committee or by the Company in General Meeting
63. The Executive Committee shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act. Copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one (21) clear days before the date of the Meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Meeting as required by Section 241 of the Act

AUDIT

64. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

The remuneration of the Auditors may be fixed by the Executive Committee

NOTICES

65. A notice may be given by the Company to any Member either personally or by sending it by post to it or to its registered address, or (if it has no registered address within the United Kingdom), to the address supplied by it to the Company for the giving of notice to it. 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 Meeting at the expiration of forty-eight 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

66. 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 Company an address for the giving of notice to them;
 - (b) The Auditor for the time being of the Company;
 - (c) The members of the Executive Committee, the Patron the President and Vice-Presidents for the time being
 - (d) The Solicitor (if any) of the Company

No other person shall be entitled to receive notices of General Meetings

67. Clause 7 of the Memorandum of Association shall have effect as if repeated herein

INDEMNITY

68. Subject to the provisions of the Act, every member of the Executive Committee or officer, employee or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability sustained or incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company