

Company Number 931434

THE COMPANIES ACTS 1985 & 1989  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

Memorandum

And

Articles of Association

of

**FOLK CAMPS SOCIETY  
LIMITED**

Incorporated the 2<sup>nd</sup> day of May 1968

1. The name of the Company (hereinafter called "the Society") is "FOLK CAMPS SOCIETY LIMITED".
2. The registered office of the Society will be situated in England and Wales.
3. The objects for which the Society is established are: to preserve for the benefit of the public English folk dances and songs and other folk music, dance and song (including singing games), and to make them known and to encourage the practice of them in their traditional forms. ("the Objects")

The Society has power to do anything within the law that may promote or may help to promote the Objects or any of them. In particular (but without limitation) the Society has the following powers:

- (i) To promote the knowledge and practice of English folk dances, songs and music by means of dances, schools, classes, examinations, lectures, demonstrations, festivals and other like methods and by the provision of residential board and accommodation, camping and refreshment facilities in connection therewith.
- (ii) To promote and encourage research into and study of the origins, development and traditional practice of English folk dances, songs, and music and their relationship with those of other countries.
- (iii) In furtherance of the above objects to promote and co-operate in, demonstrations, festivals and other like performances of folk dances, songs and music of other countries, whether held in England or elsewhere.
- (iv) Also in furtherance of the above objects to prepare and publish, issue and make use of, for sale, performance or otherwise, such books, journals, records, reports and other literature, and means and apparatus for the visual and mechanical reproduction of folk dances, songs and music as may seem desirable.
- (v) To solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the purposes of the Society.
- (vi) To adopt such means of making known the activities, exhibitions, lectures, demonstrations and festivals of the Society as may seem advisable and to advertise in the press by circulars, by posters and by publishing periodicals and books.
- (vii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or

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convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.

(viii) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.

(ix) To acquire by purchase, lease or licence, land for the purpose of holding camps or meetings as permitted by legislation or by Local Planning Authorities or for any other Society activities.

(x) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects.

(xi) To borrow or raise money for the purpose of the Society on such terms and on such security as may be thought fit.

(xii) To invest the moneys 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.

(xiii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for the charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.

(xiv) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

(1) 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.

(2) 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 in an object of the Society would make it a Trade Union. Neither shall the Society engage in any activity that would be of a political nature not directly connected with the primary objectives of the Society as specified in sub-clauses (i) to (xiii) above.

(3) 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 Council of Management of governing Body 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, receipt, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society must be applied solely towards the promotion of the Objects. No part of the income and capital may be paid or transferred, directly or indirectly, to the members of the Society, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:

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4.1 reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society;

4.2 the payment of interest at a rate not exceeding 6 per cent per annum on money lent to the Society;

4.3 reasonable and proper rent for premises demised or let by any member of the Society;

4.4 out-of-pocket expenses and interest at the rate stipulated in clause 4.2 on money lent or reasonable and proper rents for premises demised or let to the Society by members of the Council of Management or Governing Body of the Society; provided that this shall not apply to any payment to any company of which a member of the Council of Management or 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 be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. This clause applies on the winding-up or dissolution of the Society.

(a) Every Governing member of the Society undertakes, if the Society is wound-up while he is a member or within one year after he ceases to be a member, to contribute up to £10 to the costs, charges and expenses of winding up the Society and meeting the liabilities incurred while he was a member.

(b) Every Associate Member of the Society undertakes, if the Society is wound-up while he is a member or within one year after he ceases to be a member, to contribute up to 1p to the costs, charges and expenses of winding up the Society and meeting the liabilities incurred while he was a member, save in respect of an Associate Member who was a Governing member within one year of the winding up of the Society in which case the amount shall be such amount as may be required not exceeding £10.

7. If there is any property of the Society remaining after all the Society's debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the members of the Society. Instead it must be paid or transferred to one or more companies, organisations or institutions that exist for the purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are at least as restrictive as those in this Memorandum of Association. The companies, organisations or institutions will be nominated by the Council and approved by the members of the Society at or before winding up or dissolution. If the Council is unable to identify any similar companies, organizations or institutions then the surplus may be paid or transferred to any charity or charities.

We, the persons whose names are written below, wish to be formed into a company under this Memorandum of Association.

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## NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

John Sidney George Tether 16 Fitzwarren Gardens, London, N19	School-Master	
Eric Anthony Reynolds Apley House, The Square, Timsbury, Somerset	Salesman	
Jean Maria Blomfield 8 Fielden Close, Evesham, Worcs	Laboratory Technician	
Geoffrey Michael Trewinnard Treyarnon, 10a Nursery Avenue, Hale, Cheshire	Chartered Engineer	Mechanical
Thomas Henry Huxley Cooper Whitegates, 8 Oak Road, Thurston, Derby	Bank Clerk	
Thomas Griffith Jones 19 Bitteswell Road, Lutterworthy, Rugby	Lecturer	
Winifred Florence Swaddle "Ulmustilia" Duncote, Towcester, Northants	Housewife	
Donald Swaddle "Ulmustilia" Duncote, Towcester, Northants	Research Manager	
Denis William Manner Long Odds, Manor road, Towersey, Thame, Oxon	Technical Adviser	Sales
Albert Irving Redman 27 Vicarage Road, Hornchurch, Essex	Accountant	
Mary Leonora Bourne 22 St George's Road, Wallington, Surrey	Insurance Underwriter	
Faith Angela Wayland-Carr 57, Primrose Avenue, Chadwell Heath, Romford, Essex	Teacher	
David Hugh Rippon 8 Ruvigny Mansions, The Embankment, London, SW15	Technical Editor	
William Arthur Rutter Park Cottage, Clyst Hydon, Cullompton, Devon	Administrator	

Dated the [11<sup>th</sup>. day of April 1968.]

Witness to the above signatures:-

T.M.M. Yells, (Teacher), 5 Duke Street, Cullompton, Devon.

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THE COMPANIES ACTS 1985 &amp; 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
**FOLK CAMPS SOCIETY LIMITED**

**GENERAL**

1. (i) In these presents the words in the first column of the Table shall have the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context -

**WORDS****MEANINGS**

The Act	The Companies Act 1985 or any statutory re-enactment or modification of it.
AGM	Annual General Meeting of the Company
clear days	In relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect
Communication	Has the same meaning as in the Electronic Communications Act 2000
The Council	The Council of Management for the time being of the Society
Director	A Director of the Company acting individually
Electronic Communication	Has the same meaning as in the Electronic Communications Act 2000 <a href="#">and includes email and other messaging and video services</a>
Executed	Any mode of execution
Memorandum	The Memorandum of Association of the Company
Member	Means a member of the Society
<a href="#">Meeting</a>	<a href="#">Means meeting in person and / or virtually using electronic communication</a>
Month	Calendar month
Objects	The objects of the Company as set out in the Memorandum from time to time
The Office	The registered office of the Society
These presents	These Articles of Association, and the regulations of the Society from time to time in force
The Seal	The common seal of the Society
Secretary	Any person appointed to perform the duties of the Secretary of the Company
The Society	Folk Camps Society Limited

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United Kingdom

Great Britain and Northern Ireland

In writing

This includes references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form

(ii) And words importing the singular member only shall include the plural, and vice versa. Words importing the masculine gender only shall include the feminine gender [and any other gender classification](#) and words importing persons shall include corporations.

(iii) Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

(iv) The numbering of the clauses shall be as per the original Articles of Association, to allow fair and convenient comparison of changes.

(v) The name of the Company (hereinafter called "the Society") is "Folk Camps Society Limited" and it shall be publicised as 'Folk Camps Society Limited' or otherwise in short form 'Folk Camps' and by no other brand or title unless decided by a poll of members at a General Meeting.

#### **MEMBERS.**

2. The number of Governing Members shall be up to 1000 but the Council may from time to time register an increase of Members. There shall also be a non-voting class of members, termed Associate Member, of which there will be permitted an unlimited number. Unless specifically mentioned to the contrary, the term member, or members, in all subsequent clauses of the Articles of Association, shall be taken to mean Governing Members only.

3. The provisions of Section 22 of the Act shall be observed by the Society, and every Member of the Society shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

4. The Society is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Society.

6. Any person wishing to become a Governing Member of the Society shall be proposed and seconded by Members of the Society and shall apply in writing in such form as the Council may from time to time prescribe.

7. Applications for and rules associated with Membership shall be made in such form as the Council shall from time to time prescribe.

#### **SUBSCRIPTIONS.**

8. Every Member shall pay an annual subscription of such amount as shall from time to time be fixed by the Society in accordance with a resolution in General Meeting.

9. Annual subscriptions shall be payable on such dates in each year as may from time to time be fixed by the Council.

10. If the subscription of any Member shall be in arrears a notice shall be sent to him reminding him that his subscription is overdue and warning him of the consequences. If the

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subscription of any Member shall be in arrears for six months his membership shall ipso facto be terminated but he may (in the discretion of the Council) be reinstated on making an application for that purpose.

11. A Member of the Society shall cease to be a Member:-

- (a) on his death
- (b) on his resignation in writing
- (c) in the event mentioned in Article 10.
- (d) if he is requested by the Council to resign provided that no such request shall have any operation or effect unless the Member in question has been given proper notice of the grounds upon which it is proposed to be made and a proper opportunity of attending and being heard at a meeting of the Council or a duly appointed committee thereof convened to consider such proposal.

12. The termination (from whatever cause) of any person's membership shall not affect the right of the Society to recover all subscriptions then due from him.

### **DONORS AND CONTRIBUTORS.**

13. The Council may confer on persons, who make voluntary contributions to the funds of the Society such honorific designations as the Council may think fit by way of grateful recognition of their disinterested help, but no such person shall have any rights or privileges whatsoever in relation to the Society or its affairs except if he be a Member such rights and privileges as he has in that capacity.

### **GENERAL MEETINGS.**

14. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place [or by method of electronic communication](#) as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed must be set out in the notice.

[All business at a General Meeting attended in person or by means of virtual attendance using electronic communication shall be deemed as valid as if all persons participating were in the same room. In the event of a technology breakdown or other impediment to participation by electronic communication it is at the discretion of the chair whether or not to postpone the meeting but no business may be conducted unless a quorum is present and able to access the meeting.](#)

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

16. The Council may call a general meeting at any time; and must call a general meeting if it receives a requisition by the members of the Society in accordance with the Act. A meeting must be held within three months of a requisition being received.

17. An AGM and a meeting called for the passing of a special resolution must be called by at least 21 clear days' notice, and all other general meetings must be called by at least 14 days' notice. A meeting of the Society may be called by shorter notice if it is so agreed;

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- 17.1 in the case of an AGM, by all the members entitled to attend and vote at that meeting
- 17.2 in the case of any other meeting, by members holding at least 95% of the total voting rights at that meeting of all the members.
18. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
- PROCEEDINGS AT GENERAL MEETINGS.**
19. 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 election of a Chairman to the meeting, the adjournment of the meeting, the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven Members personally present shall be a quorum.
21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
22. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such Member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Society who shall be present to preside.
23. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

Subject to the provisions of Article 25, if a poll be demanded in manner aforesaid, it shall be



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taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **VOTES OF MEMBERS.**

28. Subject as hereinafter provided, every Member shall have one vote.

29. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question, at any General Meeting.

30. On a poll votes may be given either personally or by proxy.

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Company. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

*“ Folk Camps Society Limited.*

*I/We .....of .....in the County of  
..... being a member/members of the above named Company,  
hereby appoint .....of .....or failing him  
..... of .....as my/our proxy to vote for  
me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General  
Meeting of the Company to be held on the ....day of ..... 20...., and at any  
adjournment thereof.*

*Signed this .....day of ..... 20 ..”*

*Where it is desired to afford members an opportunity of voting for or against a  
resolution, withholding a vote or voting at their own discretion the instrument  
appointing a proxy shall be in the following form or a form as near thereto as  
circumstances admit:-*

*“Folk Camps Society Limited.*

*I/We ..... of ..... in the County of*

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..... being a member/members of the above named Company,  
 hereby appoint ..... of .....or failing him  
 ..... of ..... as my/our proxy to vote for me/us on  
 my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of  
 the Company to be held on the ..... day of ..... 20 .. , and at any  
 adjournment thereof.

Signed this ..... day of ..... 20 ....

*This form is to be used*

*\*in favour / \*against the resolution / vote withheld / discretionary*

*Unless otherwise instructed the proxy will vote as he thinks fit.*

*\*Strike out whichever is not desired."*

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

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such a death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **COUNCIL OF MANAGEMENT.**

32. Until otherwise determined by a General Meeting, the number of Members of the council shall not be less than seven or more than nine.

33. The first members of the Council shall be the subscribers to the Memorandum of Association.

34. The Council may from time to time and at any time appoint any member of the Society as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-appointment or election subject to the conditions contained in Article 35.

35. No person shall, in any circumstances, be eligible to hold office as a member of the Council if:

- (a) He is not currently a Governing Member of the Society
- (b) He has not completed a break of two years following six years service as a member of the Council.
- (c) He has not attended camps organised by the Society for seven days ~~in the preceding 24 calendar months~~ in the two years preceding during which camps were held.
- (d) He has not attained the age of 18 years by the date of election to the Council
- (e) Any existing member of the Council is of his immediate family. (In this context, immediate family means parent, child, sibling, spouse.)

### **POWERS OF THE COUNCIL.**

36. The business of the Society shall be managed by the Council who may pay all such

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expenses of, and preliminary and incidental, to the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

37. The Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the Members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council 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.

#### **SECRETARY.**

38. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed maybe removed by them. The provisions of Section 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### **THE SEAL.**

39. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two Members of the Council and the Secretary, and the said Members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL.**

40. The Office of a Member of the Council shall be vacated:-

- (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
- (D) if by notice in writing to the Society he resigns his office
- (E) if he ceases to hold office by reason or any order made under Section 188 of the Act.
- (F) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act
- (G) if he ceases to be a Member by virtue of Section 185 of the Act
- (H) if he fails to attend two consecutive meetings of the Council without legitimate reason.

#### **ROTATION OF MEMBERS OF THE COUNCIL .**

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41. The members of the Council shall retire after three years service. A retiring member of the Council shall be eligible for re-election, subject to the conditions contained in Article 35.

42. The Society may, at the meeting at which a member of the Council retires in a manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

43. No person shall be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than forty two days nor more than fifty six intervening days.

44. The Society may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments for effecting any such increase.

45. In addition and without prejudice to the provisions of Section 303 of the Act, the Society may by Extraordinary Resolution remove any member of the Council before the expiry of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### **PROCEEDINGS OF THE COUNCIL.**

46. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined 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 shall have a second or casting vote.

47. A Member of the Council may, and on the request of a Member of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several Members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.

49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Society for the time being vested in the Council generally.

50. The Council may delegate any of their powers to committees consisting of such Member or Members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

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

52. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

53. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### **ACCOUNTS.**

54. The Council shall cause proper books of accounts to be kept with respect to:-

- (A) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.
- (B) all sales and purchases of goods by the Society; and
- (C) the assets and liabilities of the Society

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

55. The books of account shall be kept at the office, or, subject to Section 222(2) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

56. The Council 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 Council, and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

57. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than seven months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, 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 clear days before the date of the meeting, subject nevertheless to the provisions of Section 369(3) 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 for inspection and be read before the meeting

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### **AUDIT**

58. Once at least in every year the accounts of the Society 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.

59. Auditors shall be appointed and their duties regulated in accordance with 384 to 385 of the Act, the Members of the Council being treated as the Directors mentioned in those Sections

### **NOTICES**

60. Any notice to be given under these Articles must be in writing or be given through Electronic Communications. A notice may be served by the Society upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of members, or by leaving it at that address, or by giving it using Electronic Communications to any address given to the Society by the Member.

61. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register by an address within the United Kingdom shall be entitled to receive notices from the Society.

62. A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.

63. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice is deemed to be given at the expiration of 48 hours after it was handed to the member, posted or (as the case may be) sent by Electronic Communication.

64. Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Society, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purposes of this Article.

65. Subject to any provisions of the Act requiring a meeting to be held physically, a member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other; and participation in a meeting in this manner is taken to be presence in person at the meeting.

66. The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

### **DISSOLUTION.**

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

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

John Sidney George Tether 16 Fitzwarren Gardens, London, N19	School-Master
Eric Anthony Reynolds Apley House, The Square, Timsbury, Somerset	Salesman
Jean Maria Blomfield 8 Fielden Close, Evesham, Worcs	Laboratory Technician
Geoffrey Michael Trewinnard Treyarnon, 10a Nursery Avenue, Hale, Cheshire	Chartered Mechanical Engineer
Thomas Henry Huxley Cooper Whitegates, 8 Oak Road, Thurston, Derby	Bank Clerk
Thomas Griffith Jones 19 Bitteswell Road, Lutterworthy, Rugby	Lecturer
Winifred Florence Swaddle "Ulmustilia" Duncote, Towcester, Northants	Housewife
Donald Swaddle "Ulmustilia" Duncote, Towcester, Northants	Research Manager
Denis William Manner Long Odds, Manor road, Towersey, Thame, Oxon	Technical Sales Adviser
Albert Irving Redman 27 Vicarage Road, Hornchurch, Essex	Accountant
Mary Leonora Bourne 22 St George's Road, Wallington, Surrey	Insurance Underwriter
Faith Angela Wayland-Carr 57, Primrose Avenue, Chadwell Heath, Romford, Essex	Teacher
David Hugh Rippon 8 Ruvigny Mansions, The Embankment, London, SW15	Technical Editor
William Arthur Rutter Park Cottage, Clyst Hydon, Cullompton, Devon	Administrator

Dated the [11<sup>th</sup> day of April 1968]

Witness to the above Signatures:-

T.M.M. Yells, (Teacher), 5 Duke Street, Cullompton, Devon