

No. 877990

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

ASSOCIATION FOR SPINA BIFIDA AND HYDROCEPHALUS

Incorporated the 28th. day of April 1966.

WAKE, SMITH & CO.,
11, Meetinghouse Lane,
Sheffield, 1.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ASSOCIATION FOR SPINA BIFIDA AND HYDROCEPHALUS

1. The name of the Company is "ASSOCIATION FOR SPINA BIFIDA AND HYDROCEPHALUS" (hereinafter referred to as "the Association").
2. The Registered Office of the Association will be situate in England.
3. The Association is established for charitable objects and purposes only and for the care, welfare, interest, treatment, education and advancement of persons suffering from Spina Bifida or Hydrocephalus or allied or related disorders and in particular (but without prejudice to the generality of the foregoing) to do all or any of the following things, namely:-
 - (a) To provide maintain and conduct for such persons Clinics, Treatment and Training Centres, Schools, Homes, Employment Centres, Holiday Camps and Homes, Clubs and other foundations.
 - (b) To provide, assist in providing and encourage the provision of facilities for Diagnosis, Medical, Physical and Surgical Treatment with all necessary appliances and to provide by Scholarships or otherwise education for such persons.
 - (c) To provide financial assistance, to make grants and donations to and to provide equipment and apparatus for such persons and generally to provide such other assistance calculated to be of benefit to such persons collectively or individually.
 - (d) To promote conduct and encourage research and experimental work calculated to be of benefit to such persons.
 - (e) To collect and disseminate information relating to the care education and treatment and rehabilitation of such persons.
 - (f) To establish and support or to aid in the establishment and support of any charities associations or bodies formed for all or any of the objects of the Association including branches of the Association by donations or loans with or without security or any other means.

- (g) To provide financial and other assistance to Central or Local Authorities or other bodies or persons for any purpose calculated to benefit any person or persons suffering from Spina Bifida or Hydrocephalus or allied or related disorders.
- (h) To become a member of or amalgamate or co-operate with any other organisation society or body whether corporate or unincorporate not formed for the purpose of profit and having objects wholly or in part similar to those of the Association.
- (i) To take such lawful steps by appeals, public meetings or otherwise as may be deemed expedient for procuring contributions to the funds of the Association.
- (j) To accept any gifts, subscriptions (whether or not under Deed of Covenant), donations, bequests or devises of lands, moneys, securities or other real or personal property which may be useful or available for any one or more objects of the Association and to utilise or employ the same for all or any such objects.
- (k) To print and publish or procure to be printed and published and to circulate or procure to be circulated any newspapers, periodicals, magazines, books, pamphlets or other documents which may be deemed conducive to the promotion of the objects of the Association or any of them.
- (l) To purchase, take on lease or exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Association may consider necessary or convenient for the promotion of its objects and to construct maintain and alter any buildings or erections necessary or convenient for the objects of the Association.
- (m) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association as may be deemed expedient with a view to the promotion of its objects.
- (n) To borrow and raise money in such manner in such amounts and upon such terms and security as the Association shall think fit and to issue debentures and other securities.
- (o) To invest the moneys of the Association 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.
- (p) To appoint officers servants and agents and to pay and grant fees salaries pensions gratuities and other sums for services rendered to the Association.
- (q) To purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Association or any one or more of the organisations, institutions, societies or bodies with which the Association is authorised to amalgamate.

- (r) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which the Association is authorised to amalgamate.
- (s) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association (hereinafter called "the Executive Committee") shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

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

Provided however that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest on money lent by any member of the Association or of its Executive Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent, whichever is the greater, or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of

the Executive Committee of the Association shall be appointed to any salaried office or any office of the Association paid by fees, and that no remuneration or other Benefit in money or moneys worth shall be given by the Association to any member of such Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of such Committee may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share in the profits he may receive in respect of any such payment.

5. The liability of the Members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five Pounds (£5).

7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

| | |
|---|---------------------------------|
| ROBERT BRANSBY ZACHARY, 54 Clarendon Road, Sheffield 10. | SURGEON |
| TUDOR LLEWELYN WILLIAMS, 174 Beech Road, St. Albans. | SALES PROMOTION EXECUTIVE |
| JOHN LORBER, 305 Ecclesall Road South, Sheffield 11. | MEDICAL PRACTITIONER |
| PEGGY EILEEN KEELING, 16 Goscote Hall Road, Birstall, Leicester. | HOUSEWIFE |
| EDMOND JOHN BARTLETT, 12 Osborne Road, Dunstable | POLICE CONSTABLE |
| DUNCAN MOUAT FORREST, 59 Stone Park Avenue, Beckenham, Kent. | SURGEON |
| DERRICK MILES, 3 Gordondale Road, Mansfield. | SALES MANAGER |
| DANIEL EDWARD MALONEY, 31 Nash House, Churchill Gardens, London, S.W.1. | HEATING ENGINEER |
| MARGARET FOSTER, 20 Wood Farm Avenue, Stannington, Sheffield 6. | CASHIER |
| STEVEN HINCHCLIFFE, 13 Cowlesley Lane, Cowlesley, Huddersfield. | ELECTRICAL ENGINEER |
| MICHAEL ANTHONY BALDWIN, 11 Meetinghouse Lane, Sheffield 1. | SOLICITOR |

DATED this 28th day of March 1966.

WITNESS to the above signatures:-

FREDERICK ARTHUR BURGIN,
276 Bannerdale Road,
Sheffield 11.
Company Representative.

THE COMPANIES ACTS 1948 AND 1967.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ASSOCIATION FOR SPINA BIFIDA AND HYDROCEPHALUS

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

WORDS

MEANINGS

| | |
|-----------------------------|--|
| “The Act” | The Companies Act 1948. |
| “These Articles” | These Articles of Association and the regulations of the Association from time to time in force. |
| “The Association” | The above named Association. |
| “The Executive Committee” | The Executive Committee for the time being of the Association. |
| “The Office” | The Registered Office of the Association. |
| “The Seal” | The Common Seal of the Association. |
| “The Secretary” | Any person appointed to perform the duties of Secretary of the Association. |
| “An Affiliated Association” | Any association and body to which affiliation is granted in accordance with Article 3 of these Articles. |

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

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association.

MEMBERS AND ASSOCIATES

2. The number of members with which the Association proposes to be registered is 500, but the Executive Committee may from time to time register an increase in members.

3. The Executive Committee shall be entitled to grant and withdraw affiliation to such local groups, societies, associations and organisations having objects similar to all or any of the objects of the Association, on such terms as it shall in its absolute discretion think fit.

4(a) The following persons shall be members of the Association:-

- (i) The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership.
- (ii) The members of the Executive Committee on appointment or election provided that any person who becomes a member by virtue only of being a member of the Executive Committee shall remain a member only so long as he is a member of the Executive Committee.

(b) The following shall upon application and admission become members:-

- (i) One nominee of each Affiliated Association having not less than 30 or more than 100 members in accordance with the membership returned annually and one additional nominee for each additional 100 or part thereof, up to a maximum of five nominees.
- (ii) One nominee of each other Society, Association or organisation which not being an Affiliated Association is in the opinion of the Executive Committee interested in the objects and work of the Association.

Provided that any such nominee shall upon becoming a member of the Executive Committee cease to be a Member under sub-paragraphs (i) or (ii) or this paragraph of this Article and another nominee of the Affiliated Association or other society, association or organisation as aforesaid may apply to become a Member.

(c) The Executive Committee may from time to time elect persons to be Honorary Life Members of the Association.

(d) Should affiliation be withdrawn from an Affiliated Association or should any other society, association or organisation a nominee of which is a Member cease to be recognised by the Association any person who is a Member by virtue only of being a nominee thereof shall ipso facto cease to be a Member.

(e) Individual members shall be liable to pay such minimum annual subscription as shall be prescribed from time to time by the Association in General Meeting.

5. The Executive Committee may admit persons as Associates on such terms and conditions as it may think fit. Associates shall not be Members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members but they shall be entitled to attend but not to vote at General Meetings of the Association and to enjoy such other rights and privileges as shall be granted to them by the Executive Committee.

6. Applications for membership or associateship shall be in such form as the Executive Committee may from time to time prescribe. Any application for membership or associateship shall be approved or rejected by the Executive Committee who shall not be bound or required to give any ground or reason for the rejection of an applicant.

7. Every Member and Associate of the Association shall cease to be a Member or Associate:

(a) On his death.

(b) On failure to pay the due subscription (if any) within such period of the time appointed for payment as the Executive Committee shall from time to time prescribe.

(c) If by an Extraordinary Resolution of the Association passed at a General Meeting at which reasonable opportunity shall have been given to the Member or Associate to speak on his own behalf it is determined that he shall cease to be a Member or Associate.

8. Any Member may by notice in writing addressed to and delivered at the Office resign his membership of the Association, and the Membership of any Member whose qualification rests on Article 4 (b) (i) or (ii) shall, upon written request purporting to be signed by the Chairman or Secretary of the Affiliated Association or other body which he represents addressed and delivered as aforesaid, be terminated by resolution of the Executive Committee.

9. The Association shall keep a Register of Members in accordance with the Act, also Registers of Associates and of Affiliated Associations represented by Members.

GENERAL MEETINGS

10. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as

such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

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

12. The Executive Committee may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

13. A General Meeting called for the passing of a Special Resolution and an Annual General Meeting shall be called by twenty-one days' notice in writing at the least. All other General Meetings shall be called by fourteen days' notice in writing at the least. Such 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 meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting to such persons as are, under these Articles, entitled to receive such notices from the Association.

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

- (a) In the case of an Annual General Meeting by all Members entitled to attend and vote thereat; and
- (b) in any other case 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 General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive the same shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed to be special that is transacted at an Extraordinary

General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of accounts and balance sheets and the reports of the Executive Committee and the Auditors, the election of members of the Executive Committee in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

16. 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 ten Members present in person shall be a quorum.

17. If within half an hour from the time appointed for a 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 time and place as the Executive Committee shall appoint, 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.

18. The Chairman of the Executive Committee (or in his absence the Vice-Chairman) shall preside as Chairman at every General Meeting, but if there be no such Chairman or Vice-Chairman, or if no such officer shall be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the Members present shall choose some member of the Executive Committee, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, they shall choose some Member who shall be present and willing to preside.

19. 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.

20. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman, or by at least five Members present in person or by proxy, or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a Resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such Resolution. A demand for a poll may be withdrawn.

22. Except as provided in Article 24, 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.

23. 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 be entitled to a second or casting vote.

24. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

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

26. Votes may be given on a show of hands or on a poll either personally or by proxy: Provided that on a show of hands a proxy for a Member or Members shall have one vote only however many proxies he holds and whether or not he is himself a Member whilst in a poll a member may cast votes equal to the number of proxies he holds, in addition to his own vote.

27. A proxy shall be appointed by an instrument in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member and shall have the same right to speak as the Member appointing him.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the Office or at such place within England or Wales 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 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.

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

FORM OF PROXY

ASSOCIATION FOR SPINA BIFIDA AND HYDROCEPHALUS

I,
of
being a Member of the above named Association hereby appoint

of
 or failing him
 of
 or failing him
 of

as my proxy to vote for me and on my behalf at the Annual (or Extraordinary or Adjourned) General Meeting of the Association to be held on the day of 19 , and at any adjournment thereof.

Dated this day of 19 .

Signature of Appointor.

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

EXECUTIVE COMMITTEE

30. Until otherwise determined by the Association in General Meeting the number of members of the Executive Committee shall not be less than ten nor more than twenty who shall be determined according to Articles 31, 40 and 44 and shall be known as the Elected members of the Executive Committee. In addition, the Executive Committee in being may at its discretion appoint up to two persons in any year, who shall be members or willing to become members of the Association and who shall be full members of the Executive Committee until the next following Annual General Meeting. Such appointed members shall be known as Co-opted members of the Executive Committee and shall not be subject to the election procedure in Article 32 for members appointed to fill casual vacancies, but shall be eligible to stand for election provided they fulfil the conditions of Article 44. No Co-opted member shall be eligible to serve for more than three consecutive terms as a Co-opted member.

31. The names of the first members of the Executive Committee shall be determined by the subscribers of the Memorandum of Association or a majority of them.

32. Subject as provided in Clause 4 of the Association's Memorandum of Association the Executive Committee may from time to time and at any time appoint any Member or other person who is willing to accept membership of the Association as a member of the Executive Committee to fill a casual vacancy or by way of addition to the Executive Committee 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-election.

33. A person who is neither a Member nor willing to accept membership of the Association, and any paid employee, whether full-time or part-time, employed by, or any person in receipt of fees or other remuneration from the Association or any

Affiliated Association, shall not in any circumstances be eligible to hold office as a member of the Executive Committee.

BORROWING POWERS

34. Without prejudice to their general powers the Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF THE EXECUTIVE

COMMITTEE

35. The affairs and property of the Association shall be controlled and managed by the Executive Committee. It may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

36. The Executive Committee shall provide for the engagement of such officers and servants as it may consider necessary, and the regulation of their duties and the fixing of their terms of employment.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Association 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.

38. The Executive Committee shall cause proper minutes to be made in books provided for the purpose of the names of members present at each meeting of the Executive Committee and of any sub-committee and of all resolutions passed at and proceedings of all meetings of the Association, the Executive Committee and sub-committees. Such minutes, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.

DISQUALIFICATION OF MEMBERS OF THE
EXECUTIVE COMMITTEE

39. The office of a member of the Executive Committee 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 prohibited from holding such office by reason of any order made under Section 188 of the Act.
- (c) If he is found lunatic or becomes of unsound mind.
- (d) If he ceases to be a Member, whether by resignation or otherwise.
- (e) If by notice in writing to the Association he resigns his office.
- (f) If he is absent from more than half the meetings of the Executive Committee in any period of twelve consecutive months unless the Executive Committee resolves that his office be not vacated.
- (g) If he ceases to hold office by virtue of any provision of the Act.

ROTATION OF MEMBERS OF THE EXECUTIVE
COMMITTEE

40. At the first Annual General Meeting of the Association all the members of the Executive Committee shall retire from office, and at the Annual General Meeting in every subsequent year one third of the elected members of the Executive Committee for the time being, or if this number is not three or a multiple of three, then the number nearest one third, shall retire from office.

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

42. A retiring elected Member of the Executive Committee shall be eligible for re-election.

43. The Association at the meeting at which an elected Member of the Executive Committee retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring elected member of the Executive Committee 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 elected member of the Executive Committee shall have been put to the meeting and lost.

44. No person other than a member of the Executive Committee retiring at the meeting shall unless recommended by the Executive Committee be eligible for election to the Executive Committee at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

45. The Association may from time to time in General Meeting increase or reduce the number of elected members of the Executive Committee and may make the appointments necessary for effecting any such increase.

46. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may, by Extraordinary Resolution, remove any elected member of the Executive Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

47. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. 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. Any two members of the Executive Committee, may and on the request of any two such members the Secretary shall, at any time, summon a meeting of the Executive Committee. A member of the Executive Committee who is out of the United Kingdom shall not be entitled to notice of a meeting.

48. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Executive Committee generally.

49. The Executive Committee may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined, seven shall be a quorum.

50. The Members of the Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the elected members of the Executive Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Executive Committee for the purpose of filling up vacancies in their body or of summoning a general meeting, but not for any other purpose.

51. The Executive Committee may from time to time and at any time delegate any of its powers to sub-committees, consisting of such person or persons (whether or not they are Members) as it thinks fit. Any sub-committee so formed shall, in the execution

of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee aforesaid. No resolution passed at any meeting of a sub-committee shall be valid unless Members of the Association constitute a majority of those present and entitled to vote thereat or such resolution is confirmed by the Executive Committee.

52. All acts done by the Executive Committee or any sub-committee 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 Executive Committee or the sub-committee as the case may be.

53. A resolution in writing signed by all the members for the time being of the Executive Committee or by all the members of any sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such sub-committee duly convened, held and constituted. Any such resolution may consist of several documents in the like form each signed by one or more of the members of the Executive Committee or sub-committee or may be approved by letter, signed by the member or members giving the approval.

HONORARY OFFICERS

54. The Executive Committee shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members) as it shall think fit to be the President and one or more Vice-Presidents and the Patron or Patrons of the Association.

55. The Executive Committee shall elect annually from among its number a Chairman, a Vice-Chairman and an Honorary Treasurer (hereinafter called "the Honorary Officers") each of whom shall hold office until the Annual General Meeting following his appointment, when he shall retire. An Honorary Officer so retiring shall, so long as he remains a member of the Executive Committee, be eligible for re-election.

SECRETARY

56. The Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be similarly removed.

57. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting as a member of the Executive

Committee and as, or in the place of, the Secretary.

SEAL

58. The Executive Committee shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Executive Committee and in the presence of any two members of the Executive Committee or of a member of the Executive Committee and of the Secretary, and the said two members or member 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 Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

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

- (a) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place.
- (b) All sales and purchases of property real or personal and goods by the Association, and
- (c) The assets and liabilities of the Association.

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 Association and to explain its transactions.

60. The books of account shall be kept at the Office, or, subject to Section 147 (3) 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 members of the Executive Committee.

61. The Executive Committee shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

62. A copy of every balance sheet, including any document required by law to be annexed thereto, which is to be laid before the Association in General Meeting, together with a copy of the Auditors' report, shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to every Member of and every holder of debentures of the Association. Provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 14 of the Companies Act, 1967.

NOTICES

64. A Notice may be given by the Association to any Member or Associate either personally or by sending it by post to him to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, at the expiration of twenty-four 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.

65. Notice shall be given in any manner hereinbefore authorised of every General Meeting to every Member except those Members whose addresses are unknown or who have no known address in the United Kingdom, and to the President and Vice-Presidents and Patrons (if any) and the Auditor for the time being of the Society. No other person shall be entitled to receive notices of General Meetings.

WINDING-UP

66. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

67. Subject to the provisions of the Act every member of the Executive Committee or any Sub-Committee and every Officer and servant of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities incurred by him in or about the execution of his office or otherwise in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

| | |
|---|---------------------------------|
| ROBERT BRANSBY ZACHARY, 54 Clarendon Road, Sheffield 10. | SURGEON |
| TUDOR LLEWELYN WILLIAMS, 174 Beech Road, St. Albans. | SALES PROMOTION EXECUTIVE |
| JOHN LORBER, 305 Ecclesall Road South, Sheffield 11. | MEDICAL PRACTITIONER |
| PEGGY EILEEN KEELING, 16 Goscote Hall Road, Birstall, Leicester. | HOUSEWIFE |
| EDMOND JOHN BARTLETT, 12 Osborne Road, Dunstable | POLICE CONSTABLE |
| DUNCAN MOUAT FORREST, 59 Stone Park Avenue, Beckenham, Kent. | SURGEON |
| DERRICK MILES, 3 Gordondale Road, Mansfield. | SALES MANAGER |
| DANIEL EDWARD MALONEY, 31 Nash House, Churchill Gardens, London, S.W.1. | HEATING ENGINEER |
| MARGARET FOSTER, 20 Wood Farm Avenue, Stannington, Sheffield 6. | CASHIER |
| STEVEN HINCHCLIFFE, 13 Cowlesley Lane, Cowlesley, Huddersfield. | ELECTRICAL ENGINEER |
| MICHAEL ANTHONY BALDWIN, 11 Meetinghouse Lane, Sheffield 1. | SOLICITOR |

DATED this 28th day of March 1966.

WITNESS to the above signatures:-

FREDERICK ARTHUR BURGIN,
276 Bannerdale Road,
Sheffield 11.
Company Representative.

