

No. 463819.

The Companies Act 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BEE RESEARCH ASSOCIATION LIMITED**

Incorporated the 24<sup>th</sup> day of January 1949

Mayo, Elder & Co.,  
10 Drapers' Gardens  
London, E.C.2.

## INDEX

	Page
MEMORANDUM OF ASSOCIATION	3
ARTICLES OF ASSOCIATIONGeneral	6
General Meetings	8
Proceedings at General Meetings	8
Votes of Members	10
Council of Management	11
Powers of the Council	11
Secretary	11
The Seal	11
Disqualification of Members of the Council	11
Retirement of Members of the Council	12
Rotation of Members of the Council	12
Proceedings of the Council	13
Director	14
Accounts	14
Audit	15
Notices	15
Dissolution	15

The Companies Act 1948  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION  
OF  
BEE RESEARCH ASSOCIATION

1. The name of the Company (hereinafter called "the Trust" is "BEE RESEARCH ASSOCIATION".

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

3. The objects for which the Trust is established are the advancement of the science of apiology and, with a view to achieving that primary object, the promoting, financing, organising, carrying on and encouraging bee research, and the doing of such other things as are conducive to the attainment of the primary object including the investing of the monies of the Trust 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.

Provided that:-

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

(ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.

(iii) In case the Trust 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 Trust 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 Trust shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust 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 Trust were not incorporated.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust 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 Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not

exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by 'any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses all interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which: member of the Council of Management or Governing Body may be a member: in which such member shall not hold more than one hundredth part of the, capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust, 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 Trust 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 £1.

7. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust 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 Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; 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 Trust 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 Trust shall be examined and the correctness of the 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

A. R. CORMACK, 530/1 Salisbury House, London Wall, London, E.C.2, Chartered Accountant.

P. C. THORNTON, 110 Cannon Street, London, E.C.4, Agricultural Editor.

A. L. GREGG, 149 Harley Street, London, W.1, Physician.

STANLEY GOODING, 10 Harley Street, London, W.1., Physician.

E. B. WEDMORE, Flat 1, Beech House, 16 College Road, Eastbourne, Electrical Engineer.

E. GRAHAM BURTT, 20 Stroud Road, Gloucester, Manufacturer.

E. MORLAND, West Ilsley House, West Ilsley, Berks, Smallholder.

E. CRANE, 55 Newland Park, Hull, Yorks, Research Biophysicist.

J. PRYCE-JONES, "Lowood," Rornsea, E. Yorks, Manager, Chemical Works.

J. N. TENNENT, 4 Clairmont Gardens, Glasgow, C.3, Ophthalmic surgeon.

H. J. W ADEY, The Acorns, Old Lane, Crowborough, Sussex, Manager, Tailoring Works.

A. PARKINSON, Rossett Manor, Harrogate, Yorks, Company Director.

J. CUNNINGHAM, East of Scotland College of Agric., Nether Liberton, Edinburgh, 9, Head of Bee Department.

ERIC S. WELCH, 10 Drapers Gardens, London, E.C.2, Solicitor.

Dated this 12th day of January 1949.

Witness to all the above Signatures except that of ERIO STANLEY WELCH-

ERIC S. WELCH, 10 Drapers Gardens, London, E.C.2, Solicitor.

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Witness to the Signature of ERIC STANLEY WELCH

EILEEN J. HOOPER, 10 Drapers Gardens, London, E.C.2, Married Woman.

The Companies Act 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

# Articles of Association

OF

## **BEE RESEARCH ASSOCIATION LIMITED**

### GENERAL.

1. In these presents 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 presents	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Company.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
Month	Calendar month.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is one hundred, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming .a member.

[inserted page] BEE RESEARCH ASSOCIATION LIMITED

The following special resolutions were passed at the Fifteenth Annual General Meeting of Bee Research Association Limited on 18th July 1964 at The College, Ripon, Yorkshire.

(a) That Clause 3 of the Memorandum of Association be amended as follows:

(i) After the words 'such other things as are conducive to the attainment of the primary object' shall be added the words 'including the investing of the monies of the Trust 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.'

(ii) After the words 'Provided that' shall be added the words '(i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts. (ii)'

(iii) The words 'Provided also that' shall be deleted and in their place shall be substituted the numeral '(iii)'

(iv) The words 'Secretary of State for Education and Science' shall be substituted for the words 'Ministry of Education' in both places where they occur.

(v) The words 'Council of Management or Governing Body' shall be substituted for the words 'Managers or Trustees' in the three places where they occur.

(vi) The following words at the end of the paragraph shall be deleted - 'In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law, having regard to such trusts.'

(b) That Article 6 be amended by the addition at the end thereof of the following sub-paragraph:

'(G) No determination by the Council to increase the amount of annual payments shall be effectual unless and until approved by the Trust in General Meeting'

(c) That Article 13 (quorum at General Meetings) be amended by substituting for the word 'three' the word 'seven',

(d) That Article 29 be amended by substituting for the word 'ten' the word 'twenty'.

(e) That Article 35 be amended by adding at the beginning thereof the words 'The Secretary shall be appointed by the Council for such term and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Council.'

(f) That Article 47 (quorum at Council Meetings) be amended by substituting for the word 'two' the word 'three'.

(g), That Article 55 be amended by deleting the final sentence thereof and substituting therefor the following words: 'The Council may confer and impose upon the Director of the Trust such powers and duties as they think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers and duties.'

(h) That the name of the Company be changed to Bee Research Association.

(i) That Article 28 be amended by the omission of the word 'Limited' in both places where it occurs.

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

5. The subscribers to the Memorandum of Association' and such other person as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

6. (A) There shall be four classes of members, namely, (1) honorary members, (2) life members, (3) individual members and (4) firm or -corporate members.

(i) Honorary members shall be such persons as the Council shall admit to membership as honorary members. .An honorary member shall not be required to sign a consent to become a member or sign the register of members on becoming a member and he shall not be under any liability to ,contribute to the assets of the Trust in the event of the same being wound up. An honorary member shall not be entitled to participate in any of the affairs of the Trust or to attend any meetings thereof or to receive as a matter of right any of the publications thereof but he may at the invitation of the Council attend any meetings of the Trust or of the Council or of any committee of the Council to advise and assist in any matters but he shall not be entitled to vote thereat. The Council may at any time determine the honorary membership of an honorary member. A separate register of honorary members shall be kept by the Trust.

(ii) Life members shall be such persons or corporations as the Council shall admit to membership as life members. The qualification of a life member shall be the payment at one time to the Trust of such sum as the Council may from time to time determine.

(iii) Individual members shall be such persons as the Council shall admit to membership as individual members. The qualification of an individual member shall be the annual payment to the Trust of such sum as the Council may from time to time determine. The subscribers to the Memorandum of Association and the first 10 persons whom the Council shall (next after the date of the incorporation of the Trust) admit to membership as individual members shall be entitled to describe themselves and to be described ,as founder members.

(iv) Firm or corporate members shall be (a) such persons (not exceeding in each case three in number) and (b) such corporate bodies as the Council shall admit to membership as firm or corporate members. The qualification of a firm or corporate member shall be the annual payment to the Trust of such sum as the Council may from time to time determine.

(B) The rights and privileges of a member of the Trust of any class shall not be transferable or transmissible and shall cease in the case of a person on his death or bankruptcy and in the case of a corporate body on its liquidation.

(C) Any person, or corporate body seeking admission as a member of any class (other than as an honorary member) shall send to the Secretary an application in writing in such form as may from time to time be prescribed by the Council accompanied by a remittance for the amount payable to qualify him or it as a member (hereinafter referred to as "the annual subscription").



(D) In the case of individual, firm and corporate members the annual subscription shall be payable in advance to the Trust on the 1st day of January in each year. In the case of persons or corporate bodies admitted to membership during the course of a year the Council may in its discretion reduce the first annual subscription or allow the same to qualify such persons or corporate bodies both in respect of the year of their admission and the following year.

(E) Any member of any class wishing to resign his or its membership shall give notice of his or its intention so to do to the Secretary and deposited at the registered office of the Trust before the 31st day of December in any year, failing which (except in the case of an honorary or life member) the member shall be liable to pay the annual subscription for the next year.

(F) Any member who fails to pay to the Trust the annual subscription payable by him or it on or before the 1st day of January in any year or within three months thereafter shall cease *ipso facto* to be a member of the Trust and shall forfeit all right in and claim upon the Trust but may be reinstated in the discretion of the Council on payment of all arrears.

#### GENERAL MEETINGS.

7. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Trust 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.

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

9. The Council may whenever they think fit convene an Extraordinary Meeting, and Extraordinary 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.

10. Subject to the provisions of the Act relating to Special Resolutions, twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

11. 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.

12. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General

Meeting shall also be deemed special, with the exception of 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 by rotation, and the fixing of the remuneration of the Auditors.

13. 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 **three seven** members personally present shall be a quorum.

14. 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 Chairman 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.

15. 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 meeting he shall not be present within five 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 Trust who shall be present to preside.

16. The Chairman may, with the consent of any meeting at which a quorum. is present (and shall if so directed by the meeting) adjourn a 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.

17. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person or by proxy and entitled to vote, or by a member or members present in person or by proxy 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 has been carried unanimously or by a particular majority, or lost, Of not carried by a particular majority, shall be conclusive" and an entry to that effect in the minute book of the Trust shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be 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.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20. 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.

21. 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.

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any 'General Meeting.

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 139 -of the Act. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

26. 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 thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office one hour at least before the time fixed for holding the meeting.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit-

"BEE RESEARCH ASSOCIATION LIMITED.

" I,

" of

"a member of BEE RESEARCH ASSOCIATION LIMITED,

" hereby appoint

" of

" and failing him,

" of

" to vote for me and on my behalf at the [Annual *or* Extraordinary, *as the case may be*] General Meeting of the Trust

" to be held on the      day of

" and at every adjournment thereof.

" Signed this      day of      19      .”

## COUNCIL OF MANAGEMENT.

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than three nor more than ~~ten~~ **twentyfive** 30. **At any one time at least one quarter of the members of the Council shall de ordinarily resident outside the UK.**

30. The first members of the Council shall be Edmund Graham Burtt, Arthur Richard Cormack, M.C., T.D., Denys Max Morland, M.C., M.A., and Edmund Basil Wedmore, C.B.E., M.I.E.E., F.Inst.P.

31. The Council may from time to time and at any time appoint any member of the Trust 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-election.

32. No person who is not a member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.

## POWERS OF THE COUNCIL.

33. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by Statute or by these presents required to be exercised or done by the Trust 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 Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General :Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

34. 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 filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## SECRETARY.

35. The first Secretary of the Trust shall be Charles Cowper Feldman.

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.

36. The seal of the Trust 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 of 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 Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

37. 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 Trust.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.

#### RETIREMENT OF MEMBERS OF COUNCIL.

38. A person may be appointed, elected or re-elected a member of Council although at the date of such appointment, election or re-election he may have attained the age of seventy or any other given age; and no member of Council shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy, or any other given age, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a member of Council of a person who shall have attained the age of seventy, or any other given age, and it shall not be necessary to give to the members of the Trust notice of the age of any member of Council or persons or person proposed to be re-appointed or appointed as such.

#### ROTATION OF MEMBERS OF THE COUNCIL

39. At .the first Annual General Meeting of the Trust all the members of the Council shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to but not exceeding one-third, shall retire from office.

40. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is determined not to :fill his place.

41. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. .A. retiring member of the Council shall be eligible for re-election.

42. The Trust shall, at the meeting at which any members of the Council retire in manner aforesaid, :fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Council.

43. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for office on 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 seven nor more than twenty-eight intervening days.

44. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members, or some of them,

are not filled up, the retiring members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Council.

45. The Trust 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 necessary for effecting any such increase.

46. Without prejudice to any statutory provision for the time being in force relating to the removal of members of the Council by Ordinary Resolution, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration 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.

47. 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, ~~two three~~ 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.

48. 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.

49. 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.

50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being 'Vested in the Council generally.

51. 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 execution 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 as aforesaid.

52. 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 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 and was qualified to be a member of the Council.

53. 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 Trust 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 purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council 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.

#### DIRECTOR.

55. The Council may from time to time appoint any person who is not a member of the Council to the office of Director of the Trust for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of Director of the Trust shall be automatically determined if, while he holds that office, he becomes a member of the 'Council. The Director of the Trust shall receive such remuneration as the Council may determine. The Council may entrust to and confer upon the Director of the Trust any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### ACCOUNTS.

56. The Council shall cause proper books of account to be kept with respect to-

(A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Trust; and (c) the assets and liabilities of the Trust.

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 Trust and to explain its transactions.

57. 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 Council shall think fit, and shall always be open to the inspection of the members of the 'Council.

58. The Trust in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Trust, or any of them, and subject to such conditions and regulations the accounts and 'books of the Trust shall be open to the inspection of members at all reasonable times during business hours.

59. At the Annual General Meeting in every year the Council shall lay before the Trust 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 Trust) made up to a date not more than nine 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 be sent to all 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 read before the meeting as required by the Act.

#### AUDIT.

60. Once at least in every year the accounts of the Trust 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.

61. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the directors mentioned in those sections.

#### NOTICES.

62. A notice may be served by the Trust 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.

63. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust 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, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

64. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION.

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