

THE COMPANIES ACTS 1948–1976**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL****MEMORANDUM OF ASSOCIATION
OF THE VEGAN SOCIETY**

- 1** The name of the Company (hereinafter called "the Society") is 'THE VEGAN SOCIETY'.
- 2** The registered office of the Society will be situate in England or Wales.
- 3** The objects for which the Society is established are as follows:

In this Memorandum the word "veganism" denotes a philosophy and way of living which seeks to exclude — as far as is possible and practical — all forms of exploitation of, and cruelty to, animals for food, clothing or any other purpose; and by extension, promotes the development and use of animal-free alternatives for the benefit of humans, animals and the environment.

In dietary terms it denotes the practice of dispensing with all products derived wholly or partly from animals.

- (a)** To further knowledge of and interest in sound nutrition and in veganism and the vegan method of agriculture as a means of increasing the potential of the earth to the physical, moral and economic advantage of mankind.
- (b)** To relieve elderly vegans who are in conditions of need by the provision of sheltered accommodation.

In furtherance of the above objects but not otherwise the Society shall have the following powers:

- (c)** To publish material for transmission and communication by television, tele-recordings, sound broadcasting, cinematograph films, gramophone recordings, cassette recordings and by any other system of sound or picture reproduction whatsoever in connection with the work of veganism.
- (d)** To print, publish, sell or cause to be printed, published, sold and if determined from time to time to distribute gratuitously books, booklets, leaflets, periodical newspapers, magazines or other periodicals for the purpose of giving information in regard to the work of the Society and necessary or desirable to advance the objects of the Society.
- (e)** To obtain and accept money and property, real and personal from the public at large and in particular by way of subscriptions, donations, bequests, devises and the like, and to expend, invest and accumulate any funds so raised, with power to spend money in advertisements and appeals and generally for the above purposes. Provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects.

(f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as would further the objects of and with a view to the promotion of its objects.

(g) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be necessary for its objects.

(h) To borrow or raise money for the purposes of the Society on such terms and on such security as may be determined from time to time.

(i) To invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, 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.

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

(k) To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

(l) To do all such other things as are necessary to the attainment of the above objects or any of them provided that:

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

(ii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consents as may be required by law, and as regards any such property the Council of Management or 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, 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 Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners 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 *Directors not to have a personal interest.* The income and property of the company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the company, and no director shall be appointed to any office of the company paid by salary or fee or receive remuneration or other benefit in money or money's worth from the company: Provided that nothing in this document shall prevent any payment in good faith by the company:
- (i) of reasonable and proper remuneration for any services rendered to the company by any member, officer or servant of the company who is not a director;
 - (ii) of interest on money lent by any member of the company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
 - (iii) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (iv) of reasonable and proper rent for property demised or let by any member of the company or a director;
 - (v) to any director of reasonable out-of pocket expenses;
 - (vi) of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
- 5 *[Deleted at the 2007 AGM on 24.11. 2007].*
- 6 The liability of the members is limited.
- 7 Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while s/he is a member, or within one year after s/he ceased to be a member, for payment of the debts and liabilities of the Society contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment or the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 8 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, and any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object.
- 9 True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure shall take place, and of the property, credits and liabilities of the Society; 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 Society for the time being, such accounts shall be open to the inspection of the Members. 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.

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

Jack Sanderson (Lecturer)	58 Deyncourt Gardens, Upminster, Essex
Serena Coles (Retired Medical Social Worker)	3 Riddlesdown Avenue, Purley, Surrey CR2 1JH
Grace Smith (Retired)	15 Capstan Ride, Enfield, Middx EN2 8HU
Eva Batt (Retired)	8 Iford Close, Bournemouth
Kathleen Jannaway (Secretary)	47 Highlands Road, Leatherhead, Surrey
Robert D Hampsol (Teacher)	23 Heathcote Point, 2 Wick Road, London E9 5AY
Nigel Paul Harding (Unemployed)	22 Montague Avenue, Brockley, London SE4 1YP

DATED this 20th day of NOVEMBER 1979

Witness to the above signatures:

Peter Fairnington	71 Byron Court, Byron Road, Harrow, Middx (Draughtsman) HA1 1JS
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ARTICLES OF ASSOCIATION

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Note

This version of the Articles of Association incorporates the Resolutions passed at the:

- Extraordinary General Meeting held on 17.10.81
- Extraordinary General Meeting held on 9.11.85
- Extraordinary General Meeting held on 10.10.87
- Extraordinary General Meeting held on 24.9.88
- Reconvened 1991 AGM held on 18.1.92
- 1992 AGM held on 5.12.92
- 1993 AGM held on 13.11.93
- 1995 AGM held on 2.12.95
- 1999 AGM held on 20.11.99
- 2002 AGM held on 26 10.02
- 2006 AGM held on 28.10.06
- 2007 AGM held on 24.11.07

THE COMPANIES ACTS 1948–1976

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

**ARTICLES OF ASSOCIATION
OF THE VEGAN SOCIETY**

General

- 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 Society from time to time in force
The Society	The above-named Company
The Council	The Council of Management for the time being of the Society
The Office	The registered office of the Society
The Seal	The common seal of the Society
The United Kingdom	Great Britain and Northern Ireland
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 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 Articles become binding on the Society shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

- 2** The number or members with which the Society is proposed to be registered is unrestricted.

- 3 The Society must keep a register of members.
- 4 *[Deleted at the Reconvened 1991 AGM held on 18.1.92]*
- 5 The subscribers to the Memorandum of Association shall be members of the Society.
- 6 The Council may by resolution elect applicants for membership provided that no person shall be elected a member until s/he has declared that s/he adheres to a vegan diet.
- 7 A member is deemed no longer a member of the Society in the following circumstances:
 - (a) A member states in writing that s/he is resigning from the Society; or,
 - (b) A member fails to pay his/her subscription or any other sum due in respect of membership; or exceptionally,
 - (c) A member is removed from the membership by resolution of the Council, provided that the member has previously been invited to present his/her case personally at a Council meeting, or if s/he prefers, in writing.
- 8 The Council shall have power to appoint as supporters of the Society persons or organizations who satisfy the Council in such manner as the Council may determine that they support and sympathize with the principles of the Society but are not practising vegans. Any such appointment may be for life or indefinitely or for such shorter period as the Council may determine. Supporters of the Society shall not be members of the Society.

General Meetings

- 9 The Society 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 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.
- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 11 The Council may whenever they think 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.
- 12 Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing 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 (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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 other members may think fit.

- 13** 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

- 14** All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the declaration of the results of the Council election, and the appointment of, and the fixing of the remuneration of, the Auditors.

- 15** *[Deleted at the 1992 AGM held on 5.12.92]*

- 15(a)** *[Deleted at the 1992 AGM held on 5.12.92]*

- 15(b)** The Editor of *The Vegan* magazine and the Treasurer shall be Council appointed posts.

- 16** The Society in General Meeting may appoint any member of the Society to be an Honorary Patron of the Society. Such person need not be a member of the Council.

- 17** 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 four members personally present shall be a quorum.

- 18** 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.

- 19** The Chairman of Council or, in his/her absence, the Vice Chairman of Council shall preside as Chairman at every General Meeting, provided that s/he is willing to preside and the members present agree. Alternatively, the members present shall choose some other 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.

- 20** The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than 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.

- 21 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 thereof or by at least three members present in person, or by a member or members present in person 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.
- 22 Subject to the provisions of Article 23, 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.
- 23 No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
- 24 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.
- 25 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

- 26 Subject as hereinafter provided, every member shall have one vote.
- 27 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/her membership, shall be entitled to vote on any question at any General Meeting.
- 28 On a poll votes must be given personally.

Council of Management

- 29 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than twelve.
- 30 The first members of the Council shall be appointed by the Subscribers to the Memorandum and Articles of Association of the Society.
- 31 The Council may from time to time and at any time appoint any member of the Society who has been a member of the Society for not less than 12 months at the date of his/her appointment 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/her office only until the next Annual General Meeting but s/he shall then be eligible for re-election.

- 32** Without prejudice to the powers of the Council under Article 31 hereof the Society may appoint any person who has been a member of the Society for not less than 12 months at the date of his/her appointment to be a member of the Council either to fill a casual vacancy or as an additional member.
- 32(a)** Each year there shall be a postal election under the single transferable vote system for all vacancies on Council created by retirement by rotation, or other cause.
- (i) Candidates shall be invited in good time, through the medium of the Society's official journal, to submit their nominations by a closing date to be set by Council. Each nomination to be duly signed by a proposer and seconder who are members and accompanied by a profile of the candidate stating, in 100-200 words, his/her full name (and previous names), skills, experience, views and intentions, if elected. All profiles shall be issued with the Society's Annual Report & Accounts.
 - (ii) If the number of candidates is greater than the number of vacancies, ballot papers shall be issued to members at the same time as the issue of the profiles. Each member shall be entitled to return one ballot paper which must be signed by the member, quoting membership number. Ballot papers must be returned by a date to be set by Council, before the Annual General Meeting. The counting of the votes may be delegated to a suitable independent ballot service organisation, which shall report the results of the vote to the Secretary in advance of the AGM. If the count is not so delegated, the counting of the votes shall take place in the presence of at least two independent scrutineers, appointed by Council, who shall ensure that no mutilated, spoiled or invalid papers are counted, that only one ballot paper from each member is received and that the results of the election are declared at the AGM.
 - (iii) Any motion of censure, ratified by Council after 28th October 2006, against a trustee subsequently standing for re-election will be published alongside the election statement of that Trustee presented to the membership.
- 33** No person who is not a member of the Society shall in any circumstances be deemed to hold office as a member of the Council.

Rotation of Council of Management

- 33(a)** (i) At the Annual General Meeting of the Society in every year sufficient Council members must retire to ensure there are at least four vacancies to be filled. Council members must retire by the fourth AGM after their election.
- (ii) The Members of the Council 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 Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- (iii) A retiring Member of the Council shall be eligible for re-election.
- (iv) *[Deleted at the Reconvened 1991 AGM held on 18.1.92]*
- (v) The Society may by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, remove any Member of the Council before the expiration of his/her period of office notwithstanding anything in these Articles or in any

agreement between the Society and such Member of the Council. Such removal shall be without prejudice to any claim such Member of the Council may have for damages for breach of any contract of service between him/her and the Society.

Whenever a proposal to remove any member of the Council pursuant to article 33(a)(v) is to be considered by the members, ballot papers shall be sent to all members together with the special notice of such resolution to enable members to vote on the proposed resolution by post. The provisions of article 32(a)(ii) relating to the sending out, return and counting of ballot papers shall apply mutatis mutandis.

(vi) *[Deleted at the Reconvened 1991 AGM held on 18.1.92]*

Powers of the Council

- 34** The business of the Society 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 Society as they think fit, and may exercise all such powers of the Society (including the determination of any joining fee and annual subscription) 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 these Articles, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid 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.
- 35** 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

- 36** 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 may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Seal

- 37** 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 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 Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Disqualification of Members of the Council

38 The Office of a Member of the Council shall be vacated:

- (a) If a receiving order is made against him/her or s/he makes any arrangement or composition with his/her creditors.
- (b) If s/he becomes of unsound mind.
- (c) If s/he ceases to be a Member of the Society.
- (d) If by notice in writing to the Society s/he resigns his office.
- (e) If s/he ceases to hold office by reason of any order made under section 188 of the Act.
- (f) If s/he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

Proceedings of the Council

- 39** The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Four shall constitute 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.
- 40** A minimum of four members of the Council may, and on the request of those members 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.
- 41** The Council shall elect a Chairman and Vice Chairman and may determine for what period each is to hold office. The Chairman shall preside at all meetings of Council, at which s/he is present or, in his/her absence, the Vice Chairman. If at any meeting neither the Chairman nor Vice Chairman is present within five minutes after the time appointed for holding the meeting, the members of Council shall choose one of their number to be Chairman of the meeting.
- 42** 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 Society for the time being vested in the Council generally.
- 43** 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 Articles 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. Provided that all acts and proceedings of all such Committees shall be reported back to the Council as soon as possible.
- 44** 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.

- 45** (i) 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 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.
- (ii) All such minutes shall be published to The Vegan Society's website, currently www.vegansociety.com, and in any other manner such as Council sees fit, within one month of the date of any above said meeting (hereafter known as the 'public version' of the minutes). The Council will be entitled to remove any confidential items, such as those of a commercially sensitive nature or to do with personnel matters, from the public version of the minutes.
- 46** 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 of such committee duly convened and constituted.
- 47** Trustees with partners in an established relationship or immediate family members on Council (i) will declare such relationships at meetings where it could be considered relevant; (ii) will not vote on issues pertaining to each other, such as nominations. Candidates for (re-)election to Council will state in their nomination profile if such a partner/relative of theirs remains on Council or is also standing.

Accounts

- 48** The Council shall cause proper records of account to be kept with respect to:
- (a) all sums of money received and expended by the Society and the matters in respect of which 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 records shall not be deemed to be kept if there are not kept such records 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.

- 49** The records 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.
- 50** The Society 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 Society or any of them, and subject to such conditions and regulations the accounts and records of the Society shall be open to the inspection of members at all reasonable times during business hours.

- 51** 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 date not more than five 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 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

Audit

- 52** 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.
- 53** 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

- 54** 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.
- 55** 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/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Society.
- 56** Any notice, if served by post, shall be deemed to have been served two days after 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

- 57** Clause 8 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.

Names, addresses and descriptions of subscribers

Jack Sanderson
(Lecturer)

58 Deyncourt Gardens, Upminster, Essex

Serena Coles

3 Riddlesdown Avenue, Purley, Surrey CR2 1JH

(Retired Medical Social Worker)

Grace Smith (Retired) 15 Capstan Ride, Enfield, Middx EN2 8HU

Eva Batt (Retired) 8 Iford Close, Bournemouth

Kathleen Jannaway
(Secretary) 47 Highlands Road, Leatherhead, Surrey

Robert D Hampsol
(Teacher) 23 Heathcote Point, 2 Wick Road, London E9 5AY

Nigel Paul Harding
(Unemployed) 22 Montague Avenue, Brockley, London SE4 1YP

DATED this 20th day of NOVEMBER 1979

Witness to the above signatures:

Peter Fairnington 71 Byron Court, Byron Road, Harrow, Middx (Draughtsman)
HA1 1JS