

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

Of

**The Incorporated Law Society
for Cardiff and District**

Incorporated the 20th day of March 1886

(As amended by Special Resolutions dated
21st May 1952,
28th April, 1971,
27th April, 1989,
5th December, 1994,
13th May 2010
and
18th May 2011)

J M Imperato
President

A J Oliver
Secretary

22nd May 2011

Certificate of Incorporation

OF

**The Incorporated Law Society for
Cardiff and District**

I hereby Certify that THE INCORPORATED LAW SOCIETY FOR CARDIFF AND DISTRICT (the word "Limited" being omitted by License of the Board of Trade), is this day Incorporated under the Companies' Acts 1862 to 1883, and that this Company is Limited.

Given under my hand, at London, this Twentieth day of March, One thousand Eight hundred and Eighty Six.

J. S. PURCELL,
Registrar of Joint Stock Companies

Certificate of Registration

OF

Order of Court Confirming Alteration of Objects.

Pursuant to Section 5 (6) of the Companies Act, 1929,

THE INCORPORATED LAW SOCIETY FOR CARDIFF AND DISTRICT having by Special Resolution altered the provisions of its Memorandum of Association with respect to its objects, as confirmed by an Order in the High Court of Justice, Chancery Division, bearing date the 8th March, 1937.

I HEREBY CERTIFY THE REGISTRATION of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association as altered.

Given under my hand at London this Twentieth day of March One thousand Nine Hundred and thirty-seven.

W. A. McKEARS,
Registrar of Companies

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

(As altered by Special Resolutions passed the 26th January 1937, 21st May 1952, 28th April, 1971, 27th April, 1989, 5th December, 1994, 13th May, 2010 and 18th May, 2011)

OF

**The Incorporated Law Society for
Cardiff and District**

1. The name of the Association is "THE INCORPORATED LAW SOCIETY FOR CARDIFF AND DISTRICT."
2. The registered office of the Association will be situated in Wales.
3. The objects for which the Association is established are:
 - 3.1. The incorporation of Solicitors practising in or within twelve miles of the City of Cardiff into a Society with the above title.
 - 3.2. The protection and advancement of the character and interests of the legal profession, the promotion of honourable practice, the settlement of disputed points of practice, and the decision of questions of professional usage.
 - 3.3. The consideration of any question affecting the interests of the profession at large, or the alteration of administration of the law.
 - 3.4. The maintenance of such law library, if any, as the Council of the Association shall from time to time decide.
 - 3.5. Subject to the provisions of the 21st section of the Companies Act 1862, the purchasing, leasing, hiring or otherwise acquiring any real or personal property for the purposes of the Association, and the sale or letting thereof.
 - 3.6. The encouragement of the study of the Law by Trainee Solicitors, and for that purpose the donation of prizes on such conditions as may be prescribed.
 - 3.7. The exercise of all powers expressly or impliedly conferred on a Provincial Law Society by any statute affecting Solicitors or by any rules or orders made thereunder, and in particular the fixing and variation from time to time of such scales of remuneration chargeable by its members as shall be authorised or permitted by any such statute, rule or order.
 - 3.8. The promotion of such educational functions as may be deemed to be in the interests of the Society or of the legal profession generally.
 - 3.9. The promotion of such social functions as shall be deemed to be in the interests of the Society or of the legal profession generally, provided that the funds of the Society shall not be applied directly or indirectly in the entertainment of any member of the Society.
 - 3.10. The promotion or assistance in the promotion of, or the becoming a member of, or subscribing to, or sending representatives to the meetings of, or the entering into arrangements for joint working with, any other society association or institution, whether incorporated or not, which by its constitution prohibits payment of dividends or profits to its members and which has objects

altogether or in part similar to the objects of this Society, and the admission to the meetings of this Society of representatives of any such society, association or institution.

- 3.11. The undertaking and executing of any trusts which may be lawfully undertaken by the Society and may be conducive to its objects.
- 3.12. The provision of rooms or other facilities for lectures, classes, examinations, arbitrations, meetings, sales of properties and other like matters.
- 3.13. The publication of Conditions of Sale, legal or other books or literature.
- 3.14. The relief and assistance of or the payment of annuities to poor or necessitous solicitors or clerks or other employees of solicitors, or librarians, clerks or other employees of the Society, and the wives and families of such persons, and poor or necessitous widows and families of deceased solicitors or of such employees as aforesaid: Provided that no such relief or assistance shall be given to any member of the Society, his wife or family) so long as he shall be a member of the Society.
- 3.15. The borrowing or raising and securing the payment of money in such manner as the Society shall think fit.
- 3.16. The investment and dealing with the moneys of the Society not immediately required in such manner as may from time to time be determined: Provided that moneys subject, or representing property subject, to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- 3.17. The acceptance of donations for the furtherance of all or any of the objects of the Society on the terms that the same shall form a permanent capital fund to be invested in some one or more of the modes of investment for the time being authorised by law for the investment of trust moneys or otherwise.
- 3.18. The establishment and support of any charitable or benevolent association or institution and the subscription or guarantee of money for any charitable or benevolent purposes which may in any way be connected with the objects of the Society.
- 3.19. The taking of such legal or other proceedings or steps as may be deemed to be necessary or advisable to oppose the admission or appointment of any person as a Solicitor or Notary or the renewal of the Certificate of any Solicitor or to have the name of any Solicitor struck off the Rolls for malpractice or other misconduct, or to prosecute or aid in the prosecution of unauthorised practitioners, or to support or oppose parliamentary Bills, Orders in Council or other legislation directly or indirectly affecting the legal profession.
- 3.20. The doing of all such other lawful things as are or may be incidental or conducive to the attainment of the above objects.

Provided always that the Society shall not support with its funds any object, or endeavour to impose or to procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Society, would make it a Trade Union.

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 that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association or other person, in return for any services actually rendered to the Association.

5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Act 1867. If any member of the Association pays or receives any dividend, bonus or other profit in contravention of the fourth paragraph of this Memorandum, his liability shall be unlimited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £10, or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
7. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined by the members of the Society at or before the time of dissolution, and in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter.
8. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes 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, 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 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 an Association in pursuance of this Memorandum of Association:

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

G. F. HILL, Solicitor, 20 High Street, Cardiff.
WALTER SCOTT, Solicitor, 18 High Street, Cardiff.
J. W. MORRIS, Solicitor, 20 High Street, Cardiff.
HARRY COUSINS, Solicitor, 76 St. Mary Street, Cardiff.
WILLIAM JONES, Solicitor, 29 St. Mary Street, Cardiff.
JOHN STUART CORBETT, Solicitor, 6 Working Street, Cardiff.
BERNARD WATSON KING, 16 High Street, Cardiff, Solicitor.

Dated this Sixteenth day of March 1886.

Witness to the above Signatures-

ALGERNON F. HILL,
Clerk to Mr. G. F. Hill,
Solicitor,
Cardiff

The Companies Act 1948.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Special Resolution

(Pursuant to the Companies Act 1948, Sections 10 and 143)

OF

**The Incorporated Law Society for
Cardiff and District**

Passed 21st May 1952

AT AN EXTRAORDINARY GENERAL MEETING of the members of The Incorporated Law Society for Cardiff and District, held at the Law Library, Law Courts, Cathays Park, Cardiff, on Wednesday the 21st May 1952, the following SPECIAL RESOLUTION was duly passed:

RESOLUTION.

"That the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman of the Society, be approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of all existing Articles and regulations thereof."

Dated the 21st day of MAY 1952.

T.WALLACE,
Chairman

Filed with the Registrar of Companies with
print of new Articles the 9th day of June, 1952

The Companies Act 1948.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Special Resolution

(Pursuant to the Companies Act 1948, Sections 10 and 143)

OF

**The Incorporated Law Society for
Cardiff and District**

Passed 18th May 2011

AT AN EXTRAORDINARY GENERAL MEETING of the members of The Incorporated Law Society for Cardiff and District, held at the Park House, Park Road, Cardiff, on Wednesday the 18th May 2011 the following SPECIAL RESOLUTION was duly passed:

RESOLUTION.

"That the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the President of the Society, be approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of all existing Articles and regulations thereof."

Dated the 19th day of MAY 2011.

J.M.Imperato
President

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL.

NEW
Articles of Association

OF

**The Incorporated Law Society for
Cardiff and District**

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.
The Society	The Incorporated Law Society for Cardiff and District.
The Council	The Council of Management for the time being of the Society.
Month	Calendar month.
Writing	Handwriting, typewriting, printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
The United Kingdom	Great Britain and Northern Ireland.

Words importing the singular number only shall include the plural number and vice versa, and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of the members with which the Society was registered is two hundred, but the Council may from time to time register an increase of members.
3. The Society is established for the purposes expressed in its Memorandum of Association.
4. Membership:
- 4.1. Any solicitor residing or practising in, or within twelve miles of the City Hall, Cardiff may subject to the approval of the Council and to compliance with the provisions of Articles 5 and 8 hereof become a member of the Society.
- 4.2. Any of the persons falling in the following categories may, subject to the approval of Council, become an Associate Member of the Society:
- (a) Solicitors not residing or practising in or within twelve miles of the City Hall, Cardiff;
 - (b) (i) Members of the Bar;
 - (ii) Trainee Solicitors;
 - (iii) Members of the Institute of Legal Executives;
 - (iv) Any person employed by a legal practice;

PROVIDED that any person mentioned in 4.2 (b) above shall reside, practice or be employed in or within twelve miles of the City Hall,

5. Any person who meets the requirements of paragraph 4 hereof may apply for membership of the Society by making application, in such form as is from time to time approved by the Council at the next convenient Council meeting and be approved by a majority of the members attending at such Council meeting.
6. The rights and privileges of each member of the Society shall be personal to himself, and shall not be transferable or transmissible by act of the member or operation of law or otherwise.
7. The provisions of Section 110 of the Act as to keeping a Register of Members and as to giving notice to the Registrar of Companies (subject to the proviso to Sub-section 3 of the said section) of the place where the Register is kept and of any change in that place shall be complied with.
8. The annual subscription shall be such as the Council shall from time to time prescribe, and each annual subscription shall become due and payable in advance on the 1st day of January in each year, or on such other date as the Council may from time to time determine, or, in the case of a member elected after the day of his election, with power for the Council to accept a proportionate subscription for the year of admission to membership in the case of new members and to accept a modified subscription in special case.
9. A member whose subscription is in arrear for two months shall not be permitted to use the Library of the Society until his subscription be paid, and if his subscription shall be unpaid for a period of six months the Council may declare him to be no longer a member after having given him one week's notice of their intention so to do, and he shall thereupon, ipso facto, cease to be a member of the Society, and shall not again become a member without the consent of the Council, subject to a right of appeal to the Society in General Meeting.
10. If any member shall fail in the observance of any of these Articles, or of any regulations of the Society or Council made under the powers conferred by these Articles, or shall be accused of any dishonourable, improper or unprofessional conduct, the Council may cause an investigation to be made, and they shall have power to call for evidence from any source and an explanation from such member, and may deal with the matter in such way as they deem fit, with power to suspend such member from the privileges and rights of membership for such period, not exceeding twelve months, as they may deem desirable, and they may, with the sanction of a resolution of the Society in General Meeting, but not otherwise, expel such member from the Society. In the event of a member being so expelled he shall forfeit all his interest in and privileges as a member of the Society, and shall not again become a member without the consent of the Council.
11. If any member becomes bankrupt or has a receiving order made against him or compounds with or executes an assignment for the benefit of his creditors, he shall forthwith cease to be a member, and shall forfeit all his rights, privileges and interest in the Society, but the Council shall have power in their discretion to reinstate such member.
12. Any member may withdraw from the Society by giving one month's notice in writing to the Society of his intention to do so, and upon the expiration of such notice he shall cease to be a member.

GENERAL MEETINGS

13. The Society 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 Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the council shall appoint.
14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

15. 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. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

16. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of 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 Society in General Meeting, to such persons as are, under the Articles of the Society entitled to receive such notices from the Society:

Provided that a meeting of the Society 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:-

- 16.1. In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat ; and
- 16.2. In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

17. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. 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 accounts and balance sheets, and the reports of the Council, the election of the President, Vice-President, Secretary, Assistant Secretaries, Treasurer and other members of the Council in the place of those retiring by rotation or otherwise.
19. Any member wishing to propose an Ordinary Resolution at an Annual General Meeting, excepting as provided in Article 18, shall give notice thereof to the Secretary on or before the 31st December preceding the date of the meeting or on or before such other date as the Council may from time to time determine and the Secretary shall include notice of the intention to propose such resolution in the notice of the meeting. If any members (other than the Council) wish to propose a resolution as an Extraordinary or Special Resolution, they shall proceed under Section 132 of the Act.
20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be ten members personally present.
21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the members present 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.

22. With the consent of any meeting at which a quorum is present, the Chairman may (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to 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 all 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. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

23. The President of the Society shall preside at every General Meeting, but if there be no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice President, if present and willing to do so shall preside, and failing him the members present shall choose some member the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, some member of the Society who shall be present, to be Chairman of the meeting.
24. 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 by the Chairman or by at least three members present in person or by proxy and entitled to vote, 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, and 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 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, signed by the Chairman of that or the next succeeding meeting, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand of a poll may be withdrawn.
25. Except as provided in Article 27 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.
26. 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.
27. 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 preceded with pending the taking of the poll.
28. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

VOTES OF MEMBERS

29. Subject as in hereinafter provided, every member shall have one vote whether on a show of hands or on a poll PROVIDED that any Associate Member as defined in Article 4 shall not be entitled to vote.
30. 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 Society in respect of his membership, shall be entitled to receive notice of or to be present or to vote on any question

either personally or by proxy, or as proxy for any other member, at any General Meeting provided that the Council may permit members of kindred or affiliated societies, clubs or associations, or any other person they may deem fit to be present but not to vote at General Meetings of the Society.

31. On a show of hands each member present shall have one vote only and a member represented by proxy shall have no vote. On a poll votes may be given either personally or by proxy, but no person shall act as a proxy who is not entitled to be present and vote in his own right.
32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
33. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Society at least forty-eight hours before the time appointed for holding the meeting at which the person named in such 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.
34. 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 registered office one hour at least before the time fixed for holding the meeting.
35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“THE INCORPORATED LAW SOCIETY FOR CARDIFF AND DISTRICT”.

" I, of a member of THE INCORPORATED LAW SOCIETY FOR CARDIFF AND DISTRICT hereby appoint of another member of the Society, and failing him of another member of the Society, to vote for me and on my behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Society to be held on the day of and at every adjournment thereof.

As witness my hand this day of .”

COUNCIL OF MANAGEMENT

36. The Council of the Society shall consist of a President, Vice-President, Treasurer, Secretary, not more than six Assistant Secretaries and not less than twelve or more than twenty other members of the Society (hereinafter called "ordinary members of the Council ") and not more than four Associate Members. Each member of the Council, excepting the Treasurer, the Secretary and any Assistant Secretary, shall act without remuneration but may be paid out of the funds of the Society all reasonable travelling and other expenses properly incurred by him for and on behalf of the Society.
37. The President and Vice-President and the Treasurer, Secretary and any Assistant Secretary (hereinafter called "the Officers") shall be elected annually at the Annual General Meeting and (subject to Article 45) shall hold office until the close of the next Annual General Meeting, or if from any cause their successors shall not be then elected at that meeting until the close of the meeting at which their successors are respectively elected. Ordinary members of the Council shall be elected as hereinafter provided.
38. The Council may from time to time and at any time appoint any member of the Society as member of the Council either to fill a casual vacancy or by way of addition to the ordinary members of the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the close of the next following Annual General Meeting and he shall then be eligible for election by the Society, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.

- 39.1. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Council.
- 39.2. An Associate Member may at the invitation of Council, be co-opted onto the Council PROVIDED THAT the number of Associate Members on Council shall not exceed four at any one time.

POWERS OF THE COUNCIL

40. The business of the Society shall be managed by the Council, who may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by the Act or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, 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, provided always that the Council shall not have power to fix or vary scales of remuneration chargeable by members of the Society or to borrow money or secure the payment of borrowed money without the consent of an Extraordinary Resolution of the Society.
41. The continuing members 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 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.
42. The Council may from time to time by resolution appoint temporary substitutes for the Treasurer, Secretary and Assistant Secretaries respectively and any persons so appointed shall for all the purposes of these presents be deemed to be the Treasurer, the Secretary or an Assistant Secretary. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the Secretary.

THE COMMON SEAL

43. The common 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 one member of the Council and of the Secretary, and the said 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 Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed: Provided nevertheless that the Common Seal of the Society may, pursuant to a resolution of the Council, be affixed to the conditions of sale of the Society without such signatures as aforesaid.

BANK ACCOUNT AND CHEQUES

44. Cheques on the Society's bankers, until otherwise from time to time resolved by the Council, shall be signed by any two of the following, namely: the President, the Treasurer and the Secretary, The Society's banking account shall be kept with such bankers as the Council shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

45. The office of a member of the Council shall be vacated-
 - 45.1. If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - 45.2. If he is found lunatic or becomes of unsound mind;

- 45.3. If he ceases to be a member of the Society.
 - 45.4. If by notice in writing to the Society he resigns his office.
 - 45.5. If he ceases to hold any office by virtue of which he is a member of the Council.
 - 45.6. If he ceases to hold office by reason of any order made under Section 188 of the Act.
 - 45.7. If he shall without leave of absence granted by the Council be absent from the meetings thereof for a period of six consecutive months, or shall not attend one-fourth of the meetings held in any year and the Council resolve that his office is vacated.
 - 45.8. If he is removed from office by a resolution duly passed pursuant to Article 55.
 - 45.9. If he is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 199 of the Act.
- 46. A member of the Council shall not vote at any meeting of the Council in respect of any contract or arrangement in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
 - 47. Any person may be appointed or elected as President, Vice-President, Treasurer, Secretary or an Assistant Secretary or as an ordinary member of the Council, whatever may be his age, and no such person shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF MEMBERS OF THE COUNCIL

- 48. Ordinary members of the Council shall be elected at the Annual General Meeting of the Society and shall hold their office from the date of that meeting until the third Annual General Meeting thereafter.
- 49. An ordinary member of the Council whose term of office has expired by virtue of Paragraph 48 shall be eligible for re-election at the Annual General Meeting at which such ordinary member retires.
- 50. The Society shall, at the meeting at which any ordinary 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.
- 51. No persons shall, unless nominated or recommended by the Council for election, be eligible for election as officers or as ordinary members of the Council at any Annual General Meeting, unless on or before the 31st day of December last preceding the date fixed for the meeting or on or before such other date as the Council may from time to time determine, there shall have been given to the Secretary a nomination in writing signed by a member duly qualified to be present and vote at meetings of the Society giving notice of his intention to propose such person for election and a consent in writing, signed by the person to be proposed expressing his willingness to be elected. The Secretary shall three days before the meeting cause a notice to be exhibited in the Library or such other place as the Council may from time to time determine specifying the names of the retiring officers and ordinary members of the Council, and the names of the persons nominated to fill the vacancies, and shall also furnish such information with the notice convening the Annual General Meeting at which the election is to take place.
- 52. If at any meeting at which an election of officers or ordinary members of the Council ought to take place, the places of the retiring officers or ordinary members or some of them are not filled up, the retiring officers or ordinary 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 officers or members of the Council.

53. The Society may from time to time by Ordinary Resolution increase or reduce the number of members of the Council.
54. The Society may by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the Act remove any officer or ordinary member of the Council before the expiration of his period of office and such removal shall not entitle the person removed to payment to him by the Society of compensation or damages in respect thereof.
55. The Society may by Ordinary Resolution appoint another person in place of an officer or ordinary member of the Council removed from office under the immediate preceding Article, and Article 51 shall not apply to any such appointment.
56. Without prejudice to the powers of the Council under Article 38 the Society in General Meeting may appoint any person to be an ordinary member of the Council either to fill a casual vacancy or by of addition to the Council. The person appointed by the Society to fill such a vacancy shall be subject to retirement a time as if he had become a member of the Council on the day the member in whose place he is appointed was last elected of the Council.

PROCEEDINGS OF THE COUNCIL

57. The Council may meet together for the dispatch of adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
58. A member of the Council may and on the request of a member of the Council the Secretary shall, at any time summons a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad be entitled to notice of a meeting.
59. The President shall preside at all meetings of the Council at which he shall be present, but if at any meeting the President be not present within five minutes after the time appointed for holding the meeting, the Vice-President shall preside, and, failing him, members of the Council present shall choose some one of the to be Chairman of the meeting.
60. A meeting of the members of the Council for the time being 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.
61. The Council may delegate any of their powers to committees consisting of such member or members of the Council they think fit (with power to appoint any other member or members of the Society upon any such committee), and any such committee so formed shall 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 applies far as the same shall not be superseded by any regulations made by the Council as aforesaid.
62. All acts bona fide done by any meeting of the of any committee of the Council, or by any person acting as a member of the Council or of a 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, to that they or any of them, were disqualified, be as valid as if every such person had been appointed or had duly continued in office and was qualified to be a member of the Council or committee.
63. The Council shall cause proper minutes to be made 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 minute of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

64. 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.

ACCOUNTS

65. The Council shall cause proper books of account to be kept with respect to:

- 65.1. The assets and liabilities of the Society;
- 65.2. The sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place; and
- 65.3. All sales and purchases of goods by the Society.

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

66. The books of account shall be kept at the office of the Treasurer of the Society for the time being, or (subject to Section 147 (3) of the Act) at such place or places as the Council may think fit, and shall always be open to then inspection the members of the Council.
67. Subject to such reasonable conditions and regulations as to the time and manner of inspecting the same as the Society in General Meeting may from time to time prescribe, the accounts and books of the Society shall be open to the inspection of members at reasonable times during business hours.
68. At the Annual General Meeting in every year the Council shall lay before the Society an income and expenditure account for the period since the last preceding account, made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date and signed on behalf of the Council by any two members of the Council. Every such balance sheet shall be accompanied by a report of the Council and such accounts as comply with the provisions of the Companies Act 1985 Statement of Standard Accounting Practice and Financial Reporting Standards and copies of such accounts balance sheet and reports (all of which shall be framed in accordance with the applicable 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 manner in which notices are hereinafter directed to be served.

NOTICES

69. A notice may be given by the Society to any member either personally or by sending it by post 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 Society for the giving of notices to him or by publication in any local or national newspaper or publication deemed to be suitable by the Council. 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 at the expiration of twenty-four hours after the letter containing the same is posted.
70. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them and no other person shall be entitled to receive notices of General meetings.

DISSOLUTION

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