

THE COMPANIES ACTS 1948 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WEDNESDAY



R46DCBJF
RM 29/04/2015 #190
COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION ¹

As altered by Special Resolutions passed
on 23 February 1961, 19 November 1977 and 23 April 2015

OF

EUROPEAN MOVEMENT OF THE UNITED KINGDOM LTD

- 1 The name of the Company ² (hereinafter called "the Company") is "EUROPEAN MOVEMENT OF THE UNITED KINGDOM LTD".
- 2 The registered office of the Company will be situate in England.
3. The Company is an all-party organisation whose objects are:
 - (a) To promote causes whose object is to further the goal of a United Europe, to help to inform public opinion about European problems and to develop publicise and carry out policies and proposals for the promotion advancement and maintenance of understanding, cohesion, co-operation and unity between the countries and peoples of Europe.
 - (b) In order by all lawful means to further the above objects:
 - (1) To organise conferences and public discussions, to arrange for panels of lecturers and debaters drawn from Members of Parliament and others to address meetings, and to entertain distinguished foreign statesmen and to set up support and maintain committees and other organisations and bodies.
 - (2) To bring people interested in European problems into contact with Parliamentary delegates, attending meetings of the Consultative Assembly at Strasbourg or elsewhere
 - (3) To keep in touch with the activities of the European Movement and other European organisations, and where necessary by attendance at conferences and meetings of those bodies.

¹ Under section 28 of the Companies Act 2006, with effect from 1 October 2009, this Memorandum of Association is treated as forming part of the Articles of Association of the Company

² On 18 March 1966 the Company, with the sanction of a Special Resolution and with the approval of the Registrar of Companies, changed its name to British Council of The European Movement Limited

On 3 June 1971 the Company, with the sanction of a Special Resolution, and with the approval of the Registrar of Companies, changed its name to European Movement (British Council) Limited

On 10 October 1997 the Company, with the sanction of a Special Resolution, and with the approval of the Registrar of Companies, changed its name to European Movement of the United Kingdom Ltd

- (4) To undertake educational and social and propaganda and other activities.
 - (5) To support financially and in all legal ways other organisations, British, foreign or international, which promote all or any of the objects of the Association.
 - (6) To provide facilities for social intercourse and educational and recreational facilities for Members of the Company, persons subscribing or making donations to the funds of the Company and to the general public.
 - (7) To procure the delivery of lectures on political, economic or other subjects
 - (8) To raise money by subscriptions, donations and in any other lawful manner to further the objects of the Company.
 - (9) To adopt such means of making known the activities of the Company as may seem expedient and in particular by advertising in the press, by circulars and by the publication of newspapers, books and periodicals.
 - (10) To sell and/or distribute badges indicating membership of the Company.
 - (11) To form a club, or series of clubs, and in connection therewith to apply for and hold all necessary licences.
- (c) Subject to the provisions of Section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
 - (d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - (e) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
 - (f) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
 - (g) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so 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.
 - (h) To lend money to or guarantee the contracts of any person or company on such terms as may seem expedient, and the lending or guaranteeing of which is in any way deemed to be likely to promote the objects of the Company, and to take or otherwise acquire or hold shares and securities of any company carrying on business capable of being conducted so as directly or indirectly to benefit the Company.
 - (i) To remunerate any person, firm or company for services already rendered or to be rendered to the Company in or about the formation and incorporation of the Company, and the preparation and dissemination of the doctrines to be promoted by the Company or otherwise in or about the promotion of the objects of the Company.
 - (j) To grant any pension or allowance to or to make payments towards insurance of any employee or ex-employee or officer of the Company.

- (k) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be preliminary.
- (l) To make such bye-laws as to the Company seem fit and from time to time rescind or vary any such bye-laws and make others in their stead.
- (m) To print and publish any newspapers, periodicals, books, or leaflets that the Company may think desirable for the promotion of its objects, and for this purpose carry on the business of publishers, printers, proprietors, and distributors of newspapers, periodicals, books and other literary works and undertakings.
- (n) To establish and support and aid in the establishment and support of any other Society or Institution having similar objects to those of the Company and grant donations and lend moneys to any such Society or Institution and co-operate with or enter into association with any such Society or Institution.
- (o) To hold conferences and meetings, both public and private, for the discussion of matters which may be relevant to the objects of the Company and for the delivery of lectures and the reading of papers and generally collect and publish any information which may be relevant to the objects of the Company and interchange information with Societies or Institutions having similar objects to those of the Company.
- (p) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Company 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 Managers or Trustees of the Company 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law, having regard to such trusts.

- 4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company.
- 5. Provided that nothing herein shall prevent the payment of any salary, stipend, pension or other remuneration, reward, moneys or benefit to any officer, servant, employee,

benefactor or other person or persons in respect of any services rendered or to be rendered in or about the promotion of the objects of the Company or in respect of any purchase by the Company from any person or persons or otherwise in respect of any lawful transaction with any person or persons, and provided that nothing herein shall prevent the payment of interest on and the repayment of the capital of money borrowed from any person or persons for the purposes of the Company.

- 6 The liability of the Members is limited.
7. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same 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 Company 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.
8. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and 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 Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the and manner of inspecting the same that may be imposed in accordance with the regulations of the Company 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 Company 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.

E BEDDINGTON BEHRENS,
Chesham House, Chesham Place, London, S.W.1.
Industrialist.

ALFRED ROBENS,
13, Prentis Road, London, S.W.16.
Member of Parliament.

JOHN S. MACLAY,
Knapps, Kilmacolm, Renfrewshire, Scotland.
Member of Parliament.

R.T. PAGET,
22, Gilbert Street, London, W.1.
Member of Parliament.

JULIET RHYS-WILLIAMS,
47, Eaton Place, London, S.W.1.
Authoress.

C. FLETCHER-COOKE,
10, Old Square, Lincolns Inn, London, W.C.2.
Member of Parliament.

JOHN HYND,
18, Lakeside, Enfield, Middlesex.
Member of Parliament.

DATED this 15th day of February, 1955.

WITNESS to the above signatures
J P. VERNHAM,
93, Swan Court,
Chelsea, London,
S.W 3.

THE COMPANIES ACTS 1948 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
As altered by Special Resolutions passed
on 19 November 1977 and 23 April 2015

OF

EUROPEAN MOVEMENT OF THE UNITED KINGDOM LTD

GENERAL

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

	<u>WORDS</u>	<u>MEANINGS</u>
	The Act	The Companies Act, 1948
	The Statutes	The Companies Act, 1948, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.
	These Presents	These Articles of Association, and the regulations of the Association from time to time in force.
	The Company	The above-named Company.
	The Chairman	The member of the Directors for the time being holding office as Chairman.
	The Association	The unincorporated association called "The European Movement"
	Office	The Registered Office of the Company
	Seal	The common seal of the Company
	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 there in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meaning in these presents

MEMBERSHIP

- 2 For the purpose of registration the number of Members of the Company is taken to be unlimited.
- 3 The Members of the Company shall be the persons who are for the time being the Director and Officers of the Association, and any Member who ceases to be either the Director or an Officer of the Association shall resign his membership of the Company.
- 4 A Member of the Company shall cease to be a Member on the passing of an Extraordinary Resolution at a General Meeting requiring him to, resign from membership, provided that no such resolution shall be effective if number of Members for the time being of the Company would thereby be reduced below seven.

GENERAL MEETINGS

- 5 The Company may 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
The Annual General meeting shall be held at such time and place as the Directors shall appoint
6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
7. The Directors 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.

NOTICE OF GENERAL MEETINGS

8. 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 Association 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 shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

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

- (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) 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.

9. The accidental omission to give notice of meeting by, 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

10. 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 sheet, and the reports of the Directors and of the Auditors, and the fixing of the remuneration of the Auditors
11. 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.
12. If within half an hour from time appointed for the holding of a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman of the meeting 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.
13. The Chairman 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 fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Directors present may choose a Chairman of the meeting, and in default of their doing so, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member of the Company who shall be present to preside
14. 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 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 ten 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.
15. At any General Meeting 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 of the meeting or by at least three Members present in person and entitled to vote, 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, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

16. 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.
17. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
18. 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.
19. 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

20. Subject as hereinafter provided, every Member shall have one vote
21. 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 Company 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.
22. 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.
23. 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.
24. 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.
25. 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.
26. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"EUROPEAN MOVEMENT OF THE UNITED KINGDOM LTD"

"I,
of

a Member of EUROPEAN MOVEMENT OF THE UNITED KINGDOM LTD, hereby appoint

_____, of _____

_____, another Member of the Company, and failing him,

_____, of _____

_____, another Member of the Company, to vote for me and

on my behalf at the [Annual or Extraordinary, as the case may be] General Meeting of

the Company to be held on the ____ day of _____ and at every adjournment

thereof "

DIRECTORS

27. (1) The number of Directors shall be not less than two.
- (2) The Directors shall be appointed by the Members of the Company from amongst their number Such appointment shall take place by ordinary resolution in a General Meeting or as a written resolution of the Company.
- (3) A Director shall continue to hold office until he resigns or is otherwise disqualified in accordance with Clause 32

CHAIRING OF DIRECTORS' MEETINGS

- 27A. (1) The directors may appoint one of their number to chair their meetings.
- (2) The person so appointed for the time being is known as the Chairman.
- (3) The directors may terminate the Chairman's appointment at any time
- (4) If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

POWERS OF THE DIRECTORS

- 28 The business of the Company shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by these presents required to be exercised or done by the Company 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 aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made
29. A Director unable to attend any meeting of the Directors may authorise any of the Directors to vote for him at that meeting, and in that event the member so authorised shall have a vote for each of the Directors by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, radiogram or telegram, which must be

produced at the meeting of the Directors at which the same is to be used, and be left with the Secretary for filing.

30. [Deleted].

THE SEAL

31 The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of at least two Directors or of one Director and the Secretary of the Company and the said Director 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 Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

32 The office of a Director 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 is found lunatic or become of unsound mind
- (C) If by notice in writing to the Company he resigns his office.
- (D) If he ceases to hold office by virtue of any provision of the Statutes.
- (E) If he ceases to be either the Director or an Officer of the Association

REMUNERATION

33. (A) The Directors shall be entitled to be repaid their reasonable expenses incurred in attending meetings or otherwise in relation to the affairs of the Company.
- (B) No Director shall be disqualified from holding any other office of profit under the Company or any company or association promoted by or associated with the Company or from contracting or being interested in any contract with the Company nor shall any such contract be avoided nor shall such member be liable to account for any profit arising thereout or be disqualified from voting in respect of any such contract provided that his interest must be disclosed in accordance with the provisions of Section 198 of the Act

ADDITIONAL POWERS OF THE DIRECTORS

34. Without prejudice to any other powers hereby or by law conferred upon the Directors, the Directors may from time to time make arrangements for the whole or any part of its objects to be carried on through any other company or association (whether or not promoted by the Company) and may pay the costs of formation and management thereof and subscribe for or acquire shares therein and may subscribe or donate or advance moneys to or otherwise support and guarantee the obligations of any such company or association

PROCEEDINGS OF THE DIRECTORS

35. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Two Directors shall form 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.

36. The Chairman or any two Directors may, and on the request of any three members of the Directors the Secretary, for the time being of the Company shall, at any time, at any time, summon a meeting of the Directors by notice served upon the several Directors.
37. The Chairman shall take the chair at all meetings of the Directors at which he is present. In his absence the Directors present at a meeting of the Directors shall elect one of the members to be Chairman of the meeting.
38. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.

COMMITTEES

39. The Directors may delegate any of their powers to committees consisting of such member or members of the Directors 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 Directors and, subject to such regulations, shall have power to co-opt other Members of the Company helpful to its task. 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 Directors so far as applicable, and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.
40. In addition and without prejudice to the provisions of the last foregoing Article the Directors may appoint or make regulations for the appointment of local, district and/or regional committees as may appear to the Directors to be most conducive to the promotion of the objects of the Company and may delegate to such committees subject to such regulations and restrictions as the Directors may think fit to impose all or any of the powers and authorities of the Directors, including the following powers and authorities.
 - (i) To canvass for and receive subscriptions or donations to the funds of the Company.
 - (ii) To operate banking accounts and to borrow and lend money for the objects and in the name of the Company.
 - (iii) To acquire, take on lease, hold, develop and turn to account real and/or personal property of any description.
 - (iv) To employ, remunerate and dismiss officers, professional advisers, servants and agents.
 - (v) To hold meetings and lectures, and to provide clubs and sports facilities and educational and recreational facilities and amenities and privileges for persons making subscriptions or donations to the funds of the Company and for the general public.
 - (vi) To advertise and publicise the objects of the Company.
 - (vii) To make donations or subscriptions for charitable, educational or political objects.
 - (viii) To pay travelling and other expenses incurred by members of such committees in attending meetings and otherwise in relation to the affairs of the Company.
 - (ix) To promote and assist in promoting all the objects and activities of the Association.

41. The members of a local, district or regional committee, or any of them may (subject to any regulations which may be made by the Directors in that regard) be persons other than Directors or Members of the Company, and maybe elected to represent persons making subscriptions or donations to the fund of the Company: Provided always that unless and 'until otherwise provided by regulations made by the Directors no person who is elected to any such committee (except a person elected thereto by the Directors) shall hold office for more than twelve months without re-election, and no person shall be elected or re-elected unless his nomination shall have been approved by resolution of the Directors.
42. All acts bona fide done by any meeting of the Directors or of any committee of the Directors, 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 Director.
43. The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company and of the Directors and of committees of the Directors, 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.
44. A resolution in writing signed by all the Directors for the time being or of any committee of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.
45. [Deleted]

ACCOUNTS

46. The Directors shall cause proper books of account to be kept with respect to.
 - (A) All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (B) All sales and purchases of goods by the Company; and
 - (C) The assets and liabilities of the Company.
47. 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 Directors shall think fit, and shall always be open to the inspection of the Directors.
48. The Company 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 Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours
49. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's Report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Company Provided that this Article shall not require a copy of those documents to be sent to any person of whose

address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

50. Once at least in every year the accounts of the Company 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
51. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

52. A notice may be served by the Company 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
53. Notice of every General Meeting shall be given in any manner hereinbefore authorised to
 - (A) every Member except those Members who have not supplied to the Company an address within the United Kingdom for the giving of notices to them,
 - (B) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (C) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

54. 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 prepaid letter.

Names, Addresses and Descriptions of Subscribers.

E BEDDINGTON BEHRENS,

Chesham House, Chesham Place, London, S.W.1.

Industrialist.

ALFRED ROBENS,

13, Prentis Road, London, S.W.16.

Member of Parliament.

JOHN S MACLAY,

Knapps, Kilmacolm, Renfrewshire, Scotland.

Member of Parliament.

R.T. PAGET,

22, Gilbert Street, London, W 1.

Member of Parliament.

JULIET RHYS-WILLIAMS,

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JOHN HYND,

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Member of Parliament.

DATED this 15th day of February, 1955.

WITNESS to the above signatures

J.P. VERNHAM,
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S.W.3