

Company Number: 1298456

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND ARTICLES
OF ASSOCIATION**

LEICESTERSHIRE & RUTLAND ORGANISATION FOR THE RELIEF OF SUFFERING
LIMITED

Incorporated on 14 February 1977

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

LEICESTERSHIRE & RUTLAND ORGANISATION FOR THE RELIEF OF SUFFERING
LIMITED

(As amended by Special Resolution dated 16 November 1999)

1. *The name of the Company (hereinafter called “the Association”) is “LEICESTERSHIRE & RUTLAND ORGANISATION FOR THE RELIEF OF SUFFERING LIMITED”.

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

3. The objects for which the Association is established are-

(1) To promote the relief of sickness in such ways as the Association shall from time to time think fit, and in particular (but without prejudice to the generality of such object):

(A) By establishing, maintaining and conducting residential nursing homes in Leicestershire and Rutland for the reception and care of persons of either sex (without regard to race or creed) who are suffering (at any age) from any chronic or terminal illness or from any disability or disease attributable to old age or from any other physical or mental infirmity, disability or disease, and so that any such home may be restricted to patients of one sex only or (whether or not so restricted as aforesaid) to patients suffering from any particular type or types of illness, disability, disease or infirmity and by providing medical care or other treatment care and attention for any such persons as aforesaid in their own homes.

(B) By conducting or promoting or encouraging research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illnesses and of the relatives and close friends of such persons.

* The name of the Company was changed from “LEICESTER ORGANISATION FOR THE RELIEF OF SUFFERING” on the 3 December 1999.

(C) By promoting or encouraging or assisting in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services.

(D) By providing or assisting or encouraging the provision of spiritual help and guidance for any persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid.

(2) For the purpose of furthering the attainment of all or any of the above-mentioned charitable objects (hereinafter called “the principal objects of the Association”) but not for any other purpose and so far as the objects hereinafter mentioned are conducive or ancillary to the furtherance of the principal objects of the Association (but not further or otherwise):

(A) 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 Association may think necessary or convenient for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections necessary or convenient for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association.

(B) To establish and conduct clinics, out-patients’ departments, surgeries, dispensaries and convalescent homes..

(C) To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Association may think fit for the promotion of its objects.

(D) To make such regulations as to the admission of persons to any home, clinic or out-patients’ department established by or conducted under the direction of the Association as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the Association may think fit.

(E) To provide or arrange for such medical or other attention as the Association may think fit for patients in any such home, clinic or out-patients’ department as aforesaid or for patients in their own homes.

(F) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any such home, clinic or out-patients’ department as aforesaid or any persons being treated or attended in their own homes as the Association may think fit.

(G) To provide or arrange for a building or premises to be used by the Association as a church or chapel available for Christian worship.

(H) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments.

(I) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Association.

(J) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association.

(K) To establish pension or superannuation schemes for, and to pay pensions to any persons formerly employed by the Association.

(L) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.

(M) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to any of the principal objects of the Association.

(N) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

(O) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(P) To 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 or calculated to further any of the principal objects of the Association.

(Q) To do all such other things as are incidental or conducive to the attainment of the principal objects of the Association or any of them. Provided that:

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

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

(iii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iv) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association 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 Association 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 Association were not incorporated.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 2 per cent. per annum below the Bank of England minimum lending rate (or 3% which ever is the greater) on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of 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 Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.05.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to

some other charitable institution or institutions having exclusively charitable objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

LEICESTERSHIRE & RUTLAND ORGANISATION FOR THE RELIEF OF SUFFERING
LIMITED

(As adopted by Special Resolutions dated 30 January 1989, 16 November 1993, 16 November 1999, 10 November 2009 and 9 November 2010)

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Association.
The Council	The Council — The Board of Trustees for the time being or other the management body of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
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 the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations. Subject as aforesaid, any words or expressions

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

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

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

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

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

GENERAL MEETINGS

6. The Association shall hold a General Meeting on the second Tuesday of September in every calendar year, or as near as possible thereto, as its Annual General Meeting at such 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 shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

7. All General Meetings, other than Annual General Meetings, shall be called General Meetings.

8. The Council may whenever they think fit convene a General Meeting, and 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.

9. 21 days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and 14 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 details of candidates seeking membership of the Council, 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 presents 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 those members may think fit.

10. 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

11 All business shall be deemed special that is transacted at a 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 election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. 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 five members personally present shall be a quorum.

13. 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.

14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, or 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 members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

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

16. 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 or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, 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 Association 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.

17. Subject to the provisions of Article 18, 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.

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

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

20. The demand for 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

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

22. 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 Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. Any proxy for a member may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. No person not being an individual member of the Association entitled to vote under Article 22 shall be appointed a proxy.

24. 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.

25. 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, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

“LEICESTERSHIRE & RUTLAND ORGANISATION FOR THE RELIEF OF SUFFERING LIMITED

I

Of

A member of the above-named Association, hereby appoint

Of

To vote for me and on my behalf at the (“Annual or Adjourned, as the case may be”) General Meeting of the Association to be held on the day of ,and at every adjournment thereof.

As witness my hand this day of 20 “.

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

COUNCIL OF MANAGEMENT

28. Unless otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five or more than fifteen.

29. The first members of the Council shall be the subscribers to the Memorandum of Association.

30. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

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

POWERS OF THE COUNCIL

32. The business of the Association 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 Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

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

SECRETARY

34. The Secretary (who may or may not also be a member of the Association or of the Council) shall be appointed by the Council for such time, at such remuneration (subject to the provisions of clause 4 of the Memorandum of Association) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint (in like manner and subject as aforesaid) an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. (1) The office of a member of the Council shall be vacated:

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) if he becomes of unsound mind.

(C) if he ceases to be a member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

(2) Section 185 of the Act shall not apply to the Association.

ROTATION OF MEMBERS OF THE COUNCIL

37. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their

number is not a multiple of three then the number nearest to one- third, shall retire from office.

38. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall, in the absence of agreement, be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election. A member of Council who shall have been such a member for a continuous period of nine years or more shall retire from and shall not be eligible to seek re-election to the Council until a further period of not less than one year shall have elapsed from the date of such retirement.

39. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

40. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at the General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting, for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by that person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be a period of not less than 35 days prior to the date of the Annual General Meeting as specified in Article No. 6 hereof.

41. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

42. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Special Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

43. Subject as hereinafter provided the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three 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 not have a second or casting vote. Unless otherwise determined every meeting of the Council shall be held at the office or at such other place in

the United Kingdom as the Chairman (if any) for the time being of the Council or (if there is no such Chairman) the Secretary shall direct.

44. On the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice (stating the time and place of such meeting) 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. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Council entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat.

45. The Council shall, from time to time, elect a Chairman, who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, subject to a maximum continuous period of three years, or for such further period or periods as the Council may determine from time to time there being not more than fifteen calendar months between such determinations by the Council, but if no such Chairman shall be elected, or if at any meeting the Chairman shall not be present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice-Chairman shall act as Chairman, or failing him, the members of the Council present shall choose one of their number to be Chairman of the meeting. The restriction on the duration of membership of the Council, as specified in Article 38 hereof, shall not apply to the Chairman so elected.

46. 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 Association for the time being vested in the Council generally.

47. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, 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 presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

48. 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.

49. 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 Association 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.

50. 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 or of such committee duly convened and constituted.

HONORARY OFFICERS

51. The Council may from time to time appoint such Patrons and Vice-Patrons and such Presidents and Vice-Presidents and other honorary officers as the Council may think fit of the Association or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Association, and any person may be so appointed whether or not he is also a member of the Association or of the Council. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person so appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

TREASURER

52. The Council shall from time to time appoint one of its members to be the Treasurer of the Association. The Treasurer shall undertake such functions in respect of the Association as the Council shall from time to time appoint. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to the Treasurer in respect of his office. Any person appointed to be the Treasurer shall automatically vacate such office on his ceasing to be a member of the Council unless he is thereupon immediately re-elected or deemed to be re-elected a member of the Council. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

ACCOUNTS

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

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association;

And

- (C) the assets and liabilities of the Association.

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

54. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

56. At the Annual General Meeting in every year the Council shall lay before the Association 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 Association) made up to a date, not more than six 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

57. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

58. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

59. A notice may be served by the Association 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.

60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid 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 Association.

61. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it

shall be sufficient to prove that the letter containing the same was properly addressed and posted.

DISSOLUTION

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