

13295

THE COMPANIES ACT, 1862

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
HULL INCORPORATED LAW SOCIETY



1. The name of the Society is the "HULL INCORPORATED LAW SOCIETY".
2. The registered office of the Society will be situate in England.
3. The objects for which the Society is established are:-
 - (1) The Incorporation of the present Hull Law Society.
 - (2) The protection and advancement of the character, status and interests of the Solicitors practising in Hull and the vicinity; the promotion of honourable practice; the repression of mal-practice; the settlement of disputed points of practice; the decision of questions of professional usage or courtesy; and the promotion of social intercourse amongst the Members of the Society.
 - (3) The consideration of any question affecting the interests of the profession at large, or the alteration or administration of the Law.
 - (4) The acquisition by donation or otherwise of the Library now known as the Hull Law Library, and the maintenance, extension and use of such Library.
 - (5) The acquisition by purchase, taking on lease, or otherwise of Lands and Buildings, and all other property (real and personal) which the Society for the purposes thereof may from time to time think proper to acquire, and which may be lawfully held by them, and the letting, re-sale, surrender or disposition of any such property.
 - (a) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
 - (b) To invest the moneys of the Society 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.

(c) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects.

(d) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Society or calculated to further its objects. Provided that no money of the Society shall be expended in any charitable or benevolent scheme under which members of the Society are eligible to participate as beneficiaries or potential beneficiaries.

(6) The encouragement of the study of the Law by Articled Clerks of Solicitors, and for that purpose the donation on such terms and conditions as may from time to time be prescribed, of a prize or prizes or other rewards or distinctions.

(7) The adoption of all such measures as may appear best calculated to effect any of the before-mentioned objects.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society, 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 persons who, at any time, may be or may have been Members of the Society, or to any of them, or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Society, or to any Member of the Society, or other person in return for any services actually rendered to the Society, or of any donation for a charitable or benevolent purpose (or the payment of interest at a rate not exceeding 5 per centum per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Society).

5. The fourth paragraph of this Memorandum (except as regards the words enclosed in brackets) is a condition on which a licence was granted by the Board of Trade to the Society in pursuance of Section 23 of the Companies' Act, 1867. For the purpose of preventing any evasion of the terms of the said fourth paragraph, the Board of Trade may from time to time, on the application of any Member of the Society, impose further conditions, which shall be duly observed by the Society. Consent was given to the addition of the words enclosed in brackets by the Board of Trade on the 19th day of December, 1945.

6. If the Society acts in contravention of the 4th paragraph of this Memorandum, or of any such further conditions, the liability of every Member of the Council shall be unlimited, and the liability of every other Member of the Society, who shall receive any such dividend, bonus, or other profit as aforesaid, shall likewise be unlimited.

7. Every Member of the Society undertakes to contribute to the assets of the Society, 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 Society 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 £5), 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.

8. 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 and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

HULL INCORPORATED LAW SOCIETY

(Adopted by Special Resolution dated

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 Society from time to time in force.

"The Society"

The above-named Company.

"The Council"

The Council for the time being of the Society constituted in accordance with these presents.

"The Office"

The registered office of the Society.

"The Seal"

The Common Seal of the Society.

"Secretary"

Any person appointed to perform the duties of the Secretary of the Society.

*and any modification, re-enactment or extension thereof having statutory force and applicable to the Society and so that any references to Sections of the Companies Act 1948 in these Articles shall as far as possible be construed as references to the corresponding provisions of any such modification, re-enactment or extension.

"The United Kingdom"

Great Britain and Northern
Ireland.

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.

Words importing persons shall include corporations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these presents shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these presents become binding on the Society.

2. The number of members with which the Society is registered is 300, 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 Society, and every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

MEMBERSHIP

5. (1) There shall be two classes of members:

(A) Ordinary Members being Solicitors practising or holding offices or appointments within the City and County of Kingston upon Hull or the East Riding of the County of York; and

(B) such persons whether or not members or former members of the legal profession as the Council may from time to time elect as honorary members.

(2) Barristers attending the local Courts and other persons connected with the legal profession shall at the discretion of the Council be eligible to make use of any of the facilities of the Society as the Council may from time to time decide and upon such conditions and upon the payment of such annual or other subscription as the Council may resolve.

6. Any Solicitor desirous of being admitted as an Ordinary Member of the Society shall be proposed by two members who shall forward such proposal in writing to the Secretary. The Secretary shall bring such proposal before the next meeting of the Council, and if a majority of the Council shall vote in favour of the admission of such candidate as a member he shall be duly elected. The voting at the meeting of the Council on the election of a new member shall be by ballot or by show of hands as the Council shall from time to time determine.

7. The rights and privileges of every member of the Society shall be personal to himself, and shall not be transferable or transmissible by his own act or by operation of law.

8. A member shall cease to be a member of the Society:-

- (A) If he is struck off the Roll of Solicitors.
- (B) If a Receiving Order is made against him or he makes any arrangement or composition with his creditors.
- (C) If before the commencement of any winding-up of the Society an Order is made in respect of him by any Court having jurisdiction in lunacy.
- (D) If by notice in writing to the Society he resigns his Membership.
- (E) If his subscription or any part thereof shall not be paid during the financial year of the Society to which it relates, unless the Council shall resolve that in its opinion non-payment was due to oversight or other good reason and the same is paid within two months of the close of the relevant financial year.
- (F) If he is removed from Membership under the provisions of Article 9.

EXCLUSION OF MEMBERS

9. If it shall appear to the Council, or shall be represented to the Council by a resolution in writing, signed by three or more members of the Society, that there is reason to suppose that any member of the Society has been guilty of conduct which, in the absence of a satisfactory explanation would render him unfit to remain a member of the Society, the Council shall send to such member a statement in writing of the conduct imputed to him, and shall convene a special Meeting of the Council for the consideration of the subject. At least fourteen days' notice in writing of such meeting shall be given to such member, in order that he may be present and be heard, if he shall think fit. If at such meeting, or any adjournment thereof, the Council shall be of opinion that such member ought to be excluded from the Society, they shall state their opinion thereon in the form of a report, to be laid before a General Meeting of the Society, and such member

shall be liable by the Order and Resolution of such meeting, to be excluded from the Society, and immediately on such Order or Resolution being passed, he shall cease to be a member thereof. But no Order shall be made at any such meeting for the exclusion of any member, unless twenty members at least shall be present at the time appointed for the chair to be taken at such meeting, or within half an hour afterwards.

SUBSCRIPTIONS

10. The subscriptions of Ordinary Members shall be such sums payable at such times as the Society in General Meeting on the recommendation of the Council may from time to time determine, so that different rates of subscription may be prescribed either in relation to the place at which the Ordinary Member practises or whether he is in practise alone or in partnership or in relation to both such considerations and such other considerations as the Society in General Meeting on such recommendation as aforesaid may resolve to be appropriate.

PATRONS

11. The Council shall have power to invite such members of the judiciary and other distinguished persons to become patrons of the Society. Patrons shall not be required to pay any subscriptions or be entitled to attend or vote at any meeting of the Society, but they shall be entitled to use the facilities of the Society.

GENERAL MEETINGS

12. 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 Annual General 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.

13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

14. 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

15. 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 -

- (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 of all the members entitled to attend and vote at such meeting.

16. 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

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and 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.

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person shall be a quorum.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon

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 to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

20. The President or in his absence the Vice-President shall preside as Chairman at every General Meeting of the Society; if neither the President nor Vice-President be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be Chairman of the meeting.

21. If at any meeting no member of the Council is willing to act as Chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

22. 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. 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 on the declaration of the result of the show of hands) demanded -

- (a) by the Chairman; or
- (b) by at least three members present in person; or
- (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

The demand for a poll may be withdrawn.

24. If a poll be demanded in manner aforesaid it shall be taken by way of a postal card vote at such time and in such manner as the President of the Society shall direct and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
25. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
26. 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.
27. 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.
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 (or being corporations by their duly authorised representatives) 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. Every Ordinary Member shall have one vote. Honorary Members shall not be entitled to any votes.
30. In the event of the Society being wound up, any member in respect of whom an Order has, after the commencement of the winding-up, been made by any Court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that Court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
31. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.
32. Subject as provided by Article 24 all votes must be cast personally and proxies shall not be allowed save only as provided in Article 30.

COUNCIL OF MANAGEMENT

33. Until otherwise determined by a General Meeting the Council shall consist of 12 elected members (including the Officers) all of whom must be Ordinary Members of the Society and three ex officio members. Elected Members shall hold office from the end of the Annual General Meeting at which they are elected until the end of the next following Annual General Meeting except the office of President which shall change upon election.

34. The Officers of the Society shall be a President, Vice-President, Secretary (and assistant Secretary if desired) and Treasurer. The office of Secretary and/or assistant Secretary and Treasurer may be combined.

35. The three immediate past Presidents shall be ex officio members of the Council.

36. A past President shall be eligible for re-election to the office of President for one further year but no more and for election as an Ordinary Member of the Council for three years after ceasing to be an ex-officio member of the Council. A member of the Council who has not passed the chair shall be eligible for re-election for 10 years from his first election. The foregoing provisions shall not apply if and so long as there is no other member of the Society willing to serve, nor shall time served as Secretary, assistant Secretary or Treasurer count for the above purposes.

37. Nominations for election to the Council whether as an Ordinary Member or an Officer shall be in writing signed by two members of the Society and the nominee and shall be in the hands of the Society 48 hours before the meeting at which the election is to take place.

38. The Council may from time to time and at any time appoint any member of the Society 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.

BORROWING POWERS

39. The Council may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party with or without the Society receiving any consideration or security.

POWERS AND DUTIES 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 statute 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 statutes for the time being in force and affecting the Society and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the

Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

41. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

42. The Council shall have power to appoint such Committees for such purposes and on such terms as the Council may from time to time think fit and to co-opt thereon persons who are not members of the Society; provided that no resolution of a meeting of a Committee shall be valid or effectual unless of the members of the Committee present at the meeting a majority are members of the Society. The Council shall also have power to appoint Representatives to serve on other bodies and such Representatives need not necessarily be members of the Council.

43. The Council shall have power out of the funds of the Society to defray the expenses of any Officer or member of the Society making journeys or incurring expenses on the Society's business.

44. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Society for such purposes outside the United Kingdom and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the the Society shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

46. The Council shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of Officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any Committee of the Council;

- (c) of all resolutions and proceedings at all meetings of the Society, and of the Council and of Committees of the Council;

and every member of the Council present at any meeting of the Council or Committee of the Council shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

47. The office of a member of the Council shall be vacated -
- (a) If he ceases to be a member of the Society.
 - (b) If by notice in writing to the Society he resigns his office.
 - (c) If he ceases to hold office by virtue of Section 185 of the Act or by reason of any order made under Section 188 of the Act.
 - (d) If he is removed from office by a Resolution duly passed pursuant to Section 184 of the Act.

PROCEEDINGS OF THE COUNCIL

48. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Council may, and the Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

49. The President or in his absence the Vice-President shall be Chairman of all Meetings of the Council. If neither the President nor the Vice-President be present within 15 minutes after the time appointed for holding the meeting the members of the Council present shall choose one of their number to be Chairman of the meeting.

50. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be three.

51. A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

52. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

53. All acts done by any meeting of the Council or of a Committee of the Council or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

54. A Resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

55. A provision of the Act or these presents 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 SEAL

56. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a Committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

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

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Society; and
- (c) the assets and liabilities of 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.

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

59. 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 Society 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 Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

60. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, accounts (if any) and reports as are referred to in those Sections.

61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society 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 Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 16 of the Companies Act 1967.

NOTICES

63. A notice may be given by the Society to any member either personally or by leaving it in the member's firm's box at the Society's Hall or by sending it by post to him or 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 notice to him.

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 in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

64. Notice of every General Meeting shall be given in any manner hereinbefore authorised to -

- (a) 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;
- (b) the Auditor for the time being of the Society.

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

DISSOLUTION

65. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these presents.

66. No addition or alteration shall be made to or in the provisions of the Society's Memorandum or Articles of Association unless the same shall have previously been submitted to and approved by the Board of Trade.