

30628

THE COMPANIES ACTS 1948 to 1980

AND

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE HULL FISH MERCHANTS' PROTECTION ASSOCIATION LIMITED  
(As adopted by Special Resolution passed on the 29th December, 1949  
and altered by Special Resolutions passed on the 25th May, 1954,  
29th March, 1963, 29th April, 1969, 21st December, 1971,  
22nd July, 1980, 3rd April 1990 and  
20 January 2012

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 Office	The registered office of the Association.
The Seal	The common seal of the Association.
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.

FRIDAY



\*A11VJWAR\*

A07

03/02/2012

#185

COMPANIES HOUSE

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

#### MEMBERS

2. The number of members with which the Association was registered was 150, but the Directors may from time to time register an increase of members.

3. (a) No person shall be accepted as a member of the Association unless he has either on his own account or in partnership or as a Director of a Company for at least twelve months previous to the date of his application purchased fish at the Hull Wholesale Fish Market.

(b) The Directors shall have the absolute power of deciding whether a person comes within the above definition or not, and of refusing to elect any person whatever if they shall think fit, and without assigning any reason for their refusal, and no appeal shall lie from their decision.

(c) The Directors shall have the like power of accepting or refusing any proposal for Honorary Membership whether the person proposed comes within the above definition or not.

(d) Every person, firm or Company desiring to become or being a member of this Company shall become a member of such other association or organisation as this Company may resolve in General Meeting to be an association or organisation of which all members of this Company shall be members, and every member of this Company authorises the Secretary of this Company to enter such member in such association or organisation.

4. The Secretary for the time being of the Association shall, under the superintendence of the Directors, keep, and from time to time correct, a Register of Members.

5. Every person applying to be admitted a member of the Association shall sign a proposal form, authorising the Secretary on his being elected to place his name on the Register of Members. Such Register shall be conclusive evidence of membership.

#### GENERAL MEETINGS

6. The Association shall hold a General Meeting in Hull in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

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

8. The Directors may whenever they think fit convene an Extraordinary Meeting, and Extraordinary 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. Subject to the provisions of the Act relating to Special Resolutions, twenty-one days' notice at the least of every Annual General

Meeting and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all members entitled to receive notices thereof, or of such proportion thereof 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 an Extraordinary 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 their reports of the Directors and of the Auditors, the election of Directors in the place of those retiring by rotation, 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 Chairman 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.

14. The Chairman (if any) of the Board of Directors 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 members present shall choose one of the Directors present to be Chairman, or if no Director be present, or if all the Directors 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 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 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 all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least five members present in person or by proxy and entitled to vote, 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, 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 Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

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 be entitled to a second or casting vote.

20. 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

21. Subject as hereinafter provided each member shall have one vote at any General Meeting.

22. 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 Association 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.

23. 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. A proxy must be a member.

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,

26. 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.

99

"of

"hereby appoint

"and failing him,

"to vote for me and on my behalf at the (Annual or Extraordinary, 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                      19        ."

28. Unless otherwise determined by a General Meeting the number of Directors inclusive of the Chairman, Vice-Chairman and Treasurer shall not be less than 5 and not more than 13.

30. The Directors 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 Directors which would have been valid if such regulation had not been made.

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

32. Any casual vacancy on the Board of Directors may be filled up by the Directors, but the person so chosen shall retain his office so long as the vacating Director would have retained his office if no vacancy had occurred.

33. There shall severally be a Treasurer, Solicitor, and Secretary of the Association and the right of appointing to these offices shall be in the Directors.

34. The office of Director may be resigned on giving to the Association seven clear days' notice in writing.

35. The Directors shall have power to make Bye-Laws, provided the same are not inconsistent with these Articles; but immediate Notice in writing of any such Bye-Laws shall be given by the Secretary to the members.

36. The Board of Directors shall appoint yearly a Chairman, two Vice-Chairmen and Treasurer. The Chairman so appointed shall be the Chairman of any meeting of the Board of Directors. In the absence of the Chairman, the Senior Vice-Chairman shall be the Chairman of the Board. In the absence of the Senior Vice-Chairman, the Junior Vice-Chairman shall be such Chairman. In the absence of the Chairman and the Vice-Chairman, the Directors present shall elect one of their number to be Chairman pro tempore.

37. Every Director, Secretary, Treasurer and other Officer or servant of the Association shall be indemnified by the Association against and it shall be the duty of the Board of Directors on behalf of the Association, out of the funds of the Association, to pay all costs, losses and expenses, including travelling expenses which any such Officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Officer or servant in any way in the discharge of his duties.

38. No member of the Board of Directors or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act of conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight, omission or default, on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

#### BORROWING POWERS

38A. The Directors may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking, 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 Association or of any third party.

#### ALTERNATE DIRECTORS

38B. (i) Any director (other than an alternate director) may appoint any other director or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him

(ii) An alternate director shall be entitled to receive notice of all meetings of directors and all meetings of committees of directors of which his appointor is a member to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

(iii) An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

(iv) Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the Directors.

(v) Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

(vi) An alternate director shall not be taken into account in calculating the maximum number of Directors allowed for the time being but shall be counted for the purpose of calculating whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

#### DISQUALIFICATION OF DIRECTORS

39. 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 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 be absent from six successive Directors' Meetings.

## ROTATION OF DIRECTORS

40. At the Annual General Meeting to be held in each year, one-third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to but not exceeding one-third, shall retire from office.

41. A retiring Director shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is determined not to fill his place.

42. The Directors to retire shall be those who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. The length of time a Director has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election.

43. The Association shall, at the meeting at which any Director retires in manner aforesaid, fill up the vacated office by electing a person thereto, unless at such meeting it shall be determined to reduce the number of Directors.

44. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any 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 the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-eight intervening days.

45. If at any meeting at which an election of Directors ought to take place, the places of the retiring Directors, or some of them, are not filled up, the retiring Directors or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of Directors in office.

46. The Association may from time to time in General Meeting increase or reduce the number of Directors, and may also 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.

47. Without prejudice to any statutory provision for the time being in force relating to the removal of Directors by Ordinary Resolution, the Association may by Extraordinary Resolution remove any Director 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 Director in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF DIRECTORS

48. The Directors 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 have a second or casting vote.

49. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

50. A meeting of 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 Association for the time vested in the Directors generally.

51. The Directors may delegate any of their powers to committees consisting of one or more of their body 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. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

52. All acts bona fide done by any meeting of Directors or of any committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director 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.

53. 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 Association and of the Directors and of committees of 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.

54. A resolution in writing signed by all the Directors or of any committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or of such committee duly convened and constituted.

#### THE SEAL

55. The seal of the Association 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 and of the Secretary, and the said Directors 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.

#### THE SECRETARY

56. It shall be the duty of the Secretary to summon meetings under the sanction and authority of the Directors, to keep Minutes of all proceedings and of such meetings, to keep just and true Books of Account, and on request to make out proper Balance Sheets; he shall also conduct all the

Correspondence of the Association, and generally shall act under the orders of the Directors in all things appertaining to the Association.

57. The remuneration of the Secretary shall be fixed by the Directors.

58. The Directors may from time to time by resolution appoint 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.

#### ACCOUNTS

59. The Directors 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 account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

60. 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.

61. The Association 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 Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

62. At the Annual General Meeting in every year the Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than (two) 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 Directors 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 be sent to all 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 read before the meeting as required by the Act.

#### AUDIT

63. Clause 63 was deleted by Special Resolution passed on 20 January 2012.

64. Clause 64 was deleted by Special Resolution passed on 20 January 2012.

#### DUTIES OF MEMBERS

65. The members shall transmit to the Secretary immediate notice of all cases occurring in the course of their business transactions, falling under their knowledge of attempts to obtain goods on fraudulent pretences, or without ostensible means of payment, of all cases of bankruptcy or insolvency, and generally of all matters which they may consider likely to affect the interests of the Trade, and for the information and guidance of the Association.

66. Any member of the Association making known to a non-member any information he may obtain through the agency of the Association, or who shall exhibit or send to a non-member any of the confidential circulars of the Association, shall be liable for all damage, loss or expense sustained by the Association through any such conduct and be liable to exclusion from the Association as provided in Article 70 hereof.

67. All communications between members and the Secretary shall be regarded as private and confidential.

#### SECRECY

68. Every Director, Manager, Auditor, Trustee, member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Association shall observe strict secrecy respecting all transactions of the Association with the members and the state of accounts with individuals and in matters relating thereto, and shall be deemed to have pledged himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

69. No member shall be entitled to require discovery of or any information which in the opinion of the Directors it will be inexpedient in the interests of the members of the Association to communicate to the public.

70. Any member who shall fail in observance of any of the Articles, regulations or bye-laws of the Association or shall be adjudged bankrupt or shall make any composition or arrangement with his creditors or shall be guilty of any act, conduct or practice calculated to bring discredit upon the Association or the trade as the case may be, shall be liable to expulsion by a resolution of the Board of Directors, provided that at least twenty-one days before the meeting at which such resolution is passed, he shall have had notice thereof, and of the intended resolution for his expulsion, and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit or shall be entitled should he so desire to have his case referred to an Extraordinary General Meeting of members, and be bound by the majority decision of such meeting instead of by the resolution of the Directors aforesaid. A member expelled under this article shall cease to be a member of the Association and shall forfeit all right in and claim upon the Association and its property. Any person who shall cease to be a member shall, nevertheless, remain liable for, and shall pay to the Association all moneys which at the time of his ceasing to be a member may be due from him to the Association.

71. A member excluded from the Association under the provisions of Article 70 hereof may, within seven days after notice in writing of his exclusion shall have been given to him, appeal from the decision of the Directors or the Extraordinary General Meeting as the case may be by giving notice in writing thereof to the Association, who shall within fourteen days of the receipt of such notice refer the matter in dispute to such person as being a practising Barrister may be nominated by the Bar Council for determination by him and whose decision shall be final and conclusive.

72. Clause 72 was deleted by Special Resolution passed on the 21st December, 1971.

73. Any member may withdraw from the Association at the expiration of any year, by giving notice on or before the 30th day of November in the year in which he wishes to withdraw, of his intention to do so. Any member who shall give notice after the time aforesaid shall be considered a member for the succeeding year, and shall be liable for, and shall pay all subscription, calls, and other monies, which may be or become due or payable to the Association, up to the end of the said succeeding year. No member shall withdraw excepting in the manner aforesaid.

74. All communications from the members to the Association shall be in writing, and addressed to the Secretary. No verbal communications shall be of avail for any purpose whatever.

#### ENTRANCE FEES, SUBSCRIPTIONS, CALLS

75. Every member of the Association shall pay such Entrance Fee and Annual Subscription as may from time to time be determined on by the Association by resolution in General Meeting assembled. All subscriptions shall be payable in advance.

76. The Directors may, from time to time, call upon the members, *pari passu*, to contribute funds for the purposes of the Association or any of them, and each member shall pay every Call so made to the person and at the time and place appointed by the Directors.

77. For the purpose of Calls, and of all other payments to the Association, except Annual Subscriptions, every firm whose partners, or one or more of whose partners, are members of the Association, shall be considered as one individual only.

78. Notice of every such Call, and of the person, time and place, to whom, when and where the same is appointed to be paid, shall be given by the Secretary by letter, addressed to each member, and posted to the address (if any) furnished by him to the Secretary and if none, then to the address of "Kingston upon Hull," not less than seven days before the time of which such Call is appointed to be paid.

79. The Association may take legal proceedings against members for the recovery of subscriptions, calls, contributions, and other payments due to the Association; and the costs, charges and expenses, incurred therein by the Association, shall be a debt for which the defaulting member shall be liable, and shall pay, and the Certificate of the Secretary of the amount due by such member shall be conclusive evidence in any court of such amount.

80. The Directors may, at their discretion, appropriate any sum of money standing to the credit of any member in the Books of the Association, towards payment of any unpaid subscription, call or contribution, and all

costs and charges of legal and other proceedings against such member, which the Association may have incurred.

81. In case of final default in the payment of any subscription, call or contribution, the amount thereof, and of the costs, charges and expenses paid or incurred by the Association, in and about endeavouring to recover the same, shall be treated as a loss, and contributed for accordingly by the members.

#### LIEN

82. The Association shall have a lien on all monies in the hands of the Association, of and belonging to any member, for any claim they may have against such member, either in respect of a branch of any of the foregoing Rules, or in respect of any debt due to, or any claim made by the Association.

83. The Association may retain and keep in hand from any amount due to, or to become due to any member, either upon his withdrawing from the Association, or otherwise, such sum of money as, in the opinion of the Directors, may be sufficient to meet any probable liabilities of such member to the Association.

#### INCOME AND PROPERTY

84. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of Dividend or Bonus or otherwise by way of profit to any members of the Association. Provided that nothing herein contained shall be construed so as to prevent the payment, in good faith, by the Directors of reasonable expenses incurred by any officials, servants, or members of the Association or by any other person whilst performing duly authorised services for the Association, or the payment by the Directors of fees for extraordinary services for the Association rendered upon the instructions of the Directors.

#### ALTERATIONS OF ARTICLES

85. The Association may, from time to time, by Special Resolution, alter these Articles, in accordance with the provisions of the Act.

#### NOTICES

86. 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.

87. 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, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

88. 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 a prepaid letter.

#### WINDING UP OF THE ASSOCIATION

89. In case a Resolution for the dissolution by the Association shall be carried by a majority of three-fourths of the members present, at an Extraordinary General Meeting, to be called for the purpose, the Directors shall take steps for, and proceed with all diligence with the voluntary winding up of the Association.

90. If on the winding-up or dissolution of the Association and after the satisfaction of all its debts and liabilities, there remains any property whatsoever the same shall be distributed among the Members of the Association at the date of the commencement of the winding-up in equal proportions. If the Association shall be wound up the Liquidator may, with the sanction of the Extraordinary Resolution of the Association and any other sanction required by the Act, divide amongst the Members in specie or kind the whole or any part of the assets of the Association (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.