

## **NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD**

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.



R. 5720

# LICENCE BY THE BOARD OF TRADE,

pursuant to Section 23 of the Companies Act, 1867.

WHEREAS it has been proved to the Board of Trade that the

*Hire Traders' Protection Association* \_\_\_\_\_

which is about to be registered under the Companies Acts, 1862 to 1890, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd section of the Companies Act, 1867, and that it is the intention of the said *Association* \_\_\_\_\_

that 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 the Memorandum of Association of the said

*Association* \_\_\_\_\_

and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the persons who at any time are, or have been, members of the said *Association* or to any of them, or to any person claiming through any of them.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said

*Association* \_\_\_\_\_

as subscribed by *seven* members thereof on the *17<sup>th</sup>* day of *June*, \_\_\_\_\_ 18 *91*, do by this their licence direct the

*Hire Traders' Protection Association* \_\_\_\_\_  
to be registered with limited liability, without the addition of the word "Limited" to its name.

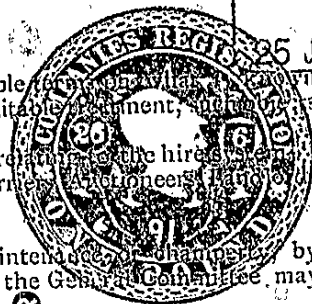
SIGNED by order of the Board of Trade, this *twenty fourth* day

of *June*, \_\_\_\_\_ 18 *91*.

*Contra Doyle*

An Assistant Secretary to the Board of Trade.

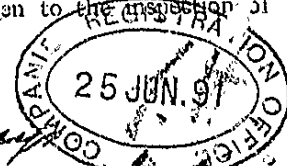
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91



9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of the members.

28 Peterwater River Station

49



ONCE at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors who shall not be members of the Association.

WE the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

James Robert Jackson  
1 Heathcote Street, Newcastle-on-Tyne, Co. Durham.  
District manager to Bradbury & Sons.

J. M. Powell Mark House, Watlington  
Manager for Wheeler & Wilson

William James Harris 219 Ra. Huns. 3<sup>rd</sup> St.  
Managing Director & Engineer of Limited

Charles Todd 210 Elm Park Dr. Fulham Rd.

Michael Sugenberg Machine Dealer  
Hackney House, Y. Huns. Rd.

George Sawyer 17 Lesbia Road, Lower Clapton, Manag.  
for White Sewing Machine Co. of 8 Holborn Viaduct, London E.C.

Chemist Collins 136 Clapham Rd. S.W. Domestic  
Machinery Dealers

34.278 CH 33349 1/2



Dated this 17<sup>th</sup> day of June 1891

Witness to the above signatures. H. E. Tudor

Witness to the signature of Mr. James Robert Jackson 11 Pounds Buildings  
25 Paternoster Row  
London Solicitor



A FIVE SHILLINGS OF ASSOCIATION.

1. The purposes of Registration the number of the members of the Association is declared not to exceed Five Hundred, but the Association may register an increase of members.
2. These articles shall be construed with reference to the provisions of the Companies' Acts, 1862 to 1890, and terms used in these articles shall be taken as having the same respective meanings as they have when used in those Acts.
3. The Association is established for the purposes expressed in the Memorandum of Association.

QUALIFICATION OF MEMBERS.

4. Both wholesale and retail firms shall be eligible for membership.

DISQUALIFICATION OF MEMBERS.

5. Members whose subscriptions are three months in arrear, after due notice requiring them to pay the same, shall not be entitled to vote, nor to participate in any of the benefits of the Association. A list of members who shall have allowed their subscriptions to fall into arrear shall be printed in the annual report.



## ADMISSION OF MEMBERS.

Every person or firm desiring to become a member shall apply in writing to the Secretary who shall furnish with a form for that purpose. The Secretary shall lay the same, when properly filled up and signed, before the Committee who shall have power, by a majority of two-thirds, to refuse to admit to membership without reasons, any person or firm who shall in their opinion for any cause not be fit and proper.

## RETIREMENT OF MEMBERS.

Any member wishing to retire from the Association shall notify the same in writing to the Secretary before his subscription becomes due. In default of such notice such member will be liable to pay a subscription for the year.

## RIGHTS OF MEMBERS.

- (a) All members shall be entitled to state in advertisements that they are members of the Hire Traders' Protection Association, or that they conduct their Hire business according to the rules approved of by the Hire Traders' Protection Association, lawfully made in accordance with the Memorandum of Association, and a Certificate of Membership will be supplied at a nominal charge.
- (b) Subject to the provisions of the Memorandum, the members shall also be entitled to assistance in carrying out the several objects specified in Paragraph 3 of the Memorandum of Association.

## DUTIES OF MEMBERS.

9. All information communicated to, or by, members shall be considered strictly private and confidential, other than false information given maliciously or without reasonable ground for believing it to be true.
10. Each Member shall be furnished annually with a list of the names and business addresses of the Members.

## HONORARY OFFICERS AND THEIR ELECTION.

11. Honorary Officers shall be elected at the Annual Meeting by show of hands, or, if required, by ballot.
12. The Honorary Officers of the Association shall consist of a President, two Vice-Presidents, Treasurer, and a Committee of not less than 21 (8 to form a quorum) called a General Committee, and a further Committee called an Advisory Committee composed of 12 members for Glasgow, and one Member if possible for each town in the United Kingdom, excepting London and Glasgow. The President and Treasurer to be *ex-officio* members of all Committees. The President or a Vice-President to take the chair at all meetings of the Association, and in their absence the Committee shall appoint one of their own number as chairman.

## POWERS OF GENERAL COMMITTEE.

13. The General Committee shall have the following powers, in addition to power to reject applicants for membership, under Article 6:—
- (a) To appoint the Board of Arbitration, which shall consist of five members of the Association.
- (b) To make such rules, or bye-laws for the carrying out of the objects and articles of this Association, as shall not amount to an alteration of, or addition to, the Articles, which can only legally be made by a special resolution of the Association.
- (c) To enquire into any alleged misconduct on the part of members in relation to hire agreements, or relating to any alleged improper use of such agreements, or into any other abuse connected with the Hire System.
- (d) By a majority of two-thirds to deprive of membership any member found guilty of any misconduct or impropriety, specified in Clause C, after notice given to him of the proposal to deprive, and opportunity for him to make any answer to the charge.
- (e) To appoint Sub-Committees (with such powers and of such a number as to the General Committee may seem fit) in any Provincial Town in the United Kingdom.
- (f) To retain a Solicitor or Solicitors, and to enter into Contracts for the Hire of Offices, for the purposes of the Association.
- (g) To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association, and are not prohibited by the Memorandum of Association.

## QUALIFICATION OF MEMBERS OF THE BOARD OF ARBITRATION.

14. Any member, not being a member of the General Committee, shall be eligible to sit and vote on the Board of Arbitration.

## SPECIAL GENERAL MEETINGS.

15. Any five members of the General Committee may request the Secretary to summon a Special General Meeting of members (twelve to form a quorum). Upon a requisition signed by at least five members and stating reasons, which the General Committee shall deem sufficient, the General Committee shall convene a Special General Meeting of the members of the Association within fourteen days after the receipt of the requisition.

## APPEALS.

16. Any member deprived of membership by the General Committee, shall have the right to appeal to a Special General Meeting, provided he makes a written request to the Secretary to summon a meeting for that purpose, within fourteen days after receipt of which, the Secretary shall convene a Special General Meeting. Every such written request as above mentioned, to be valid, shall be made to the Secretary within twenty-one days after the communication to such member of the decision of the General Committee.

## POWERS OF A SPECIAL GENERAL MEETING.

17. A Special General Meeting shall have power:—
- (a) To alter or add to any existing rules. Except by a special resolution passed in accordance with the 51st Section of the Companies Act of 1862, no alteration or additions shall be made which shall affect the amount of the members annual subscriptions or amount to such an alteration of, or addition to, the Articles of Association as could only legally be made by a special resolution of the Association passed in accordance with Section 51 of the Companies Act of 1862.
- (b) To hear appeals in cases of deprivation of membership.
- (c) To add to the number of members.
- (d) To do all which could be done at a General Annual Meeting excepting as aforesaid.
- (e) The decision of a Special General Meeting within its powers shall in every case be absolutely final and conclusive.

18. To assist the General Committee with their advice when requested, and to further the interests of the Association in their respective towns.

#### RETIREMENT OF OFFICERS.

19. All the Honorary Officers of the Association shall retire annually and be eligible for re-election.

#### MEETINGS.

20. (a) The General Committee shall hold meetings at least once a month.

(b) The General Annual Meeting shall be held in the month of January in each year. The first General Meeting of the Association shall be held within four months of the registration of the Memorandum of Association.

#### ACCOUNTS, AUDIT, &c.

21. The Secretary shall receive all moneys, and shall hand the same to the Treasurer within one month excepting sums not exceeding in the aggregate £5 for the purposes of petty cash. The Treasurer shall pay all moneys received into the Union Bank of London (Holborn Circus Branch) to an account which shall be kept in the name of the Association. He shall make all payments by cheque, signed by the President and the Treasurer. Two Auditors shall be annually elected who shall examine the accounts and statements of the Treasurer and Secretary and certify the same.

#### ANNUAL REPORT.

22. At each Annual Meeting, the General Committee shall present a report on the proceedings and condition of the Association together with a statement of the Accounts, and a copy shall be forwarded to each Member of the Association seven days previous.

#### ALTERATIONS OF ARTICLES OF ASSOCIATION.

23. Notice of any resolution for altering or adding to any of the Articles of Association, except as provided in clause 17, sub-clause (c) shall be sent to the Secretary at least 14 days prior to the date of the meeting at which the resolution is to be proposed.

24. Every member shall be supplied on request with a copy of the Rules.

#### NOTICES.

25. 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 place of abode.

26. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members; and notice so given shall be sufficient notice to all the holders of such shares.

27. Any notice, if received by post, shall be deemed to have been received at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the notices was properly addressed and put in the post office.

#### Names, Addresses, and Descriptions of Subscribers.

James Alfred Jackson 1 Heathcote St. Macclesbury Sp  
Dist. Manager for Dabney & Co Ltd.

John Powell Mark House Wathamslow  
Manager for Wheeler & Wilson & Co

William James Harris Manager of Director of Harris & Co. Limited  
219 No. 1st. Road &c

Charles Todd of 10 Elm Park Dr. Fulham Rd. S.W.

Michael Sugentay the Elms March Hackney  
House Furniture Dealer

George Tauris, 17 Ladbroke Road, Lower Clapton Manager for  
the White Sewing Machine Co. of 487 Holborn Viaduct London E.C.

Eleazer Collier 136 Clapham Rd. S.W. Domestic  
Machinery Dealer

Dated this 17 day of June 1891

Witness to the above signatures, H. E. Tuck

W. E. Tuck 28 Paternoster Row  
London Solicitor

No. 34278.



C.N.L. 33349

# Certificate of Incorporation

OF THE

*Hire Traders' Protection Association*

I hereby Certify, That the

*Hire Traders' Protection Association, the word  
Limited' being omitted by licence of the  
Board of Trade,*

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London, this *Twenty fifth* day of *June* One

Thousand Eight Hundred and Ninety *One*.

Fees and Deed Stamps £ *8: 5/-*

Stamp Duty on Capital £ *\_\_\_\_\_*

*John W Bokenham*

*Assistant* Registrar of Joint Stock Companies.

Certificate received by *H. B. Miller*

*28 Patte d'Oie House*

*London Fenchurch*

Date *29<sup>th</sup> June 1891*

[SEE BACK.]

"THE COMPANIES' ACTS, 1862 to 1883."

(25° & 26° Vict. c. 189; 30° & 31° Vict. c. 131; 40° & 41° Vict. c. 26; 42° & 43° Vict. c. 76;  
44° & 45° Vict. c. 19; 46° & 47° Vict. c. 28; AND 46° & 47° Vict. c. 130)



RECEIVED  
22350  
27 JUN 1895

Notice of Increase in the Number of Members

of the Mine Trades Protection Association

Company,

Pursuant to Section 34 of the Companies' Act, 1862.

Presented for Filing by

H. W. W. W.

Attorney for the said Company



# NOTICE

Of increase in the Number of Members of the Mine Traders  
Protection Association

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Mine Traders Protection Association

\_\_\_\_\_ hereby give

you notice, in accordance with the Companies' Act, 1862, that by a Resolution of the

Company dated the 20<sup>th</sup> day of June 1895

the number of Members in the Company has been increased by the addition thereto of

Seventy Members

beyond the present registered Number of Seventy

(Signature) H. D. D. D.

Dated 27<sup>th</sup> day of

June 1895

28 Waterhouse Row

Mine Traders  
Protection Association

34278

5



# Special Resolution

\* (Pursuant to Companies Act, 1862 s. 51)

OF THE

~~The Hire Traders' Protection Association~~

**COMPANY LIMITED.**

Passed April 25<sup>th</sup> 1907 , Confirmed May 23<sup>rd</sup> 1907

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company,  
duly convened and held at Trascati Restaurant (in

Orford Street

London 25

London

on the Twenty fifth in the County of \_\_\_\_\_ day of \_\_\_\_\_

London  
April 1907

the following **Special Resolutions**

a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened and held at the same place on

on the twenty third

May 1507

the following **Special Resolution** was duly confirmed

REGISTERED  
50593  
5 JUN 1904

blanks in  
this heading  
may be filled  
up in writing.

The Special Resolution to be printed on this space and not affixed to it. The Act does not admit of writing.

"That the rules of the Association now or hereafter in use shall bind each member, and shall be deemed to have been lawfully and regularly made and passed in accordance with the Memorandum and Articles of the Association, and all moneys payable by any member of the association, in pursuance of the memorandum, articles and rules aforesaid, shall be deemed to be a debt from such member of the association."

"Every applicant shall for all purposes be deemed a member from the date of his application when elected by the committee, and the publication of such member's name in *The Hire Trader's Record* as a duly elected member shall be taken as conclusive evidence of his election. This article is retrospective."

"That clause 20, sub-section (b), be altered to read: 'The annual general meeting shall be held in the Spring of each year,' and that rule 15 be similarly altered."

*Signature*

New Sewery

*Officer*

*Penetration*

To be authenticated by the written signature of an Officer of the Company.

\* (NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting by a three-fourth's majority, and must be confirmed by a majority at a subsequent Meeting held within an Interval of not less than Fourteen Days nor more than one month from the day on which the Resolution was passed. Mr. Justice Chitty decided in the case of the *Railway Sleeper Supply Company Limited* (L.R. 29 Ch. Div. 204), that the Interval of not less than 14 days required to elapse between

The Companies Acts, 1862 to 1907.

Companies No. 7.

The Solicitors'  
Law Stationery Society,  
Limited,  
22, Chancery Lane, W.C.,  
29, Walbrook, E.C.,  
6, Victoria Street, S.W.

20-6-08

COMPANY LIMITED BY

## Special Resolution

(Pursuant to Companies Act, 1862, s. 51)

OF

*The Hire Traders' Protection Association*

The blanks in  
this heading may be  
filled up in writing.

~~LIMITED.~~Passed *April 30th*, 1908. Confirmed *May 28th*, 1908.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at

*The Franchise Restaurant, W.*on the *30th* day of *April*, 1908, the subjoined Special Resolution

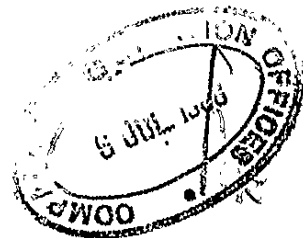
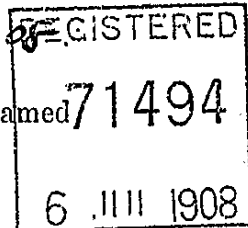
EXTRAORDINARY GENERAL MEETING of the said Company, also

duly convened and held at ~~the same place on the~~ *27. Chancery Lane, on the* day of *May*, 1908, the subjoined SpecialResolution *57* was duly confirmed:—

## RESOLUTIONS

1. That five form a quorum at the Meetings of the General Committee;
2. That the annual Subscription date from January to December of each year:

The Special  
Resolution to be  
printed on this space  
and not affixed to it.  
The Act does not  
admit of writing.



Signature

*Lang. Fawcett*

Officer

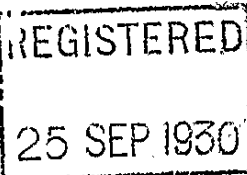
*Reverend*

To be authon-  
ticated by the  
written Signa-  
ture of an  
Officer of the  
Company.



## THE HIRE TRADERS PROTECTION ASSOCIATION.

Registered Offices: 27 Chancery Lane, London, W.C.2.



At an EXTRAORDINARY GENERAL MEETING of the  
above Association held at the Holborn Restaurant, Kingsway,  
London, W.C.1, on Thursday the 24th July, 1930, the following  
SPECIAL RESOLUTIONS were duly passed, viz.:—

1. That the following be substituted for Clause 10 of the  
Articles of Association of this Association:—

“A list of newly elected Members with their addresses  
shall be inserted in each monthly issue of the Hire Traders  
Record.”

2. That the number of Members for which the Association  
is registered be increased from One thousand to Two thousand.

3. That at both Annual and Special General Meetings  
voting by proxy shall be permissible, in accordance with any  
rules prescribed by the Committee for the time being.

*[Signature]*

*[Signature]*  
Chairman.

To—

The Registrar of Companies.

66/2



# THE COMPANIES ACT, 1929.



## Notice of Increase in Number of Members

*Pursuant to Section 7 (3).*



Name of Company { The Hire Traders protection Association  
 .....  
 ..... ~~Limited.~~

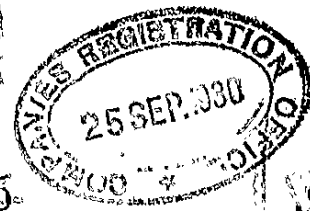


NOTE.—This Notice must be forwarded to the Registrar of Companies within 15 days after the Increase was resolved on or took place.

Presented by

Tudor & Rowe

104 High Holborn, W. C. 1.



# NOTICE

of increase in the Number of Members of The Hire Traders

Protection Association

TO THE REGISTRAR OF COMPANIES.

The Hire Traders Protection Association

hereby gives you notice,

pursuant to Section 7 (3) of the Companies Act, 1929, that by (a) Special

Resolution of the Company dated the 24th day of July 1930

the number of Members in the Company has been increased by the addition thereto of

One Thousand Members

beyond the present registered Number of One Thousand

(Signature) Alfred J. Land

(State whether Director or Manager or Secretary) President and chairman of  
Committee

Dated the 15<sup>th</sup> day of

August 1930

(a) "Ordinary," "Extraordinary" or "Special."

NOTE.—This margin is reserved for binding, and must not be written across.

194  
THE HIRE TRADERS' PROTECTION ASSOCIATION.

(Licensed by the Board of Trade, with Limited Liability, June, 1891)



SAMUEL J. SEWELL,  
*Secretary.*

27, CHANCERY LANE,  
LONDON, W.C.2.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above Association will be held at

THE H. T. P. A. OFFICES,

at 27, CHANCERY LANE, LONDON, W.C.2, on WEDNESDAY, the first day of MAY, 1935, at three o'clock in the afternoon for the purpose of considering, and, if thought fit, passing as a Special Resolution the subjoined Resolution that is to say:—

"That the Articles of Association hitherto in force in respect of this Association shall no longer apply to this Association and that in lieu thereof the Articles of Association already prepared and approved by the Board of Trade, a copy whereof has been initialled by Mr. Ernest J. Offord, the President of the Association for the purpose of identification (and of which a copy is printed on the back of this notice and the fly leaf attached thereto) be adopted by the Association; and that the Secretary be directed forthwith to take all necessary steps for the registration thereof".

DATED the fourth day of April, 1935.

By Order,

SAMUEL J. SEWELL,

*Secretary.*

At the Extraordinary General Meeting of the above Association duly convened and held at the said H.T.P.A. Offices at 27 Chancery Lane, London, W.C. 2. on Wednesday the first day of May 1935 the above Special Resolution was duly passed.

## Articles of Association

# THE HIRE TRADERS' PROTECTION ASSOCIATION.

1. For the purposes of registration the number of the Members of the Association was declared not to exceed 500, but the Council has registered an increase to 2,000 and may from time to time register a further increase of Members.

2. These Articles shall be construed with reference to the provisions of the Companies Act, 1929, and terms used in these Articles shall have the same respective meanings as they have when used in that Act.

3. The Association was established for the purposes expressed in the Memorandum of Association.

### MEMBERSHIP.

4. Any person or body corporate, engaged either as principal, servant or agent in any business carried on or connected with hire purchase trading or having amongst his or its purposes the carrying out of any of the objects specified in the Memorandum of Association of this Association shall be eligible for membership.

5. Every applicant for membership of the Association shall apply in writing to the Secretary on a form to be supplied by the Secretary for that purpose, which form shall *inter alia* contain particulars of the eligibility of the applicant for membership of the Association.

6. The application for membership shall be laid by the Secretary before the Council of the Association at its next meeting. The Council may elect the applicant a Member of the Association forthwith or adjourn the application for further enquiry or consideration or for such time or for such steps to be taken as the Council may prescribe, or may by a majority of two-thirds of those members of the Council present and voting, refuse any application for membership without assigning any reason therefor.

7. Every applicant, when elected to membership of the Association, shall, for all purposes, be deemed a Member of the Association from the date of the application for membership, and the publication of such Member's name in the "Hire Traders' Record", or other the official journal of the Association for the time being, as a duly elected Member of the Association, shall be taken as conclusive evidence of the election.

8. Every Member of the Association shall pay such annual subscription as shall be determined from time to time by vote of an Extraordinary General Meeting of the Association. Until the same shall be increased or reduced by such an Extraordinary General Meeting of the Association, the amount of the annual subscription in respect of London Members of the Association, shall be £1 1s. 0d. per annum and in respect of Country Members of the Association 10s. 6d. per annum, and such subscriptions shall be in respect of the period in each year from January 1st to December 31st and shall be payable in advance. Members having places of business within twenty miles of Charing Cross shall be deemed London Members. All other Members shall be Country Members.

9. The rights of any Member shall be personal and not transferable, and failure to pay the annual subscription within three months of its becoming due, or failure to perform and observe any of the regulations or bye-laws of the Association for the time being lawfully in force may, if the Council so decide, disqualify any Member from any right to vote at any meeting of the Association or participate in any benefit of the Association. The Council may by a majority of two-thirds of those Members of the Council present and voting, declare that any such Member shall cease to be a Member, but such Member shall, nevertheless, remain liable to pay to the Association the full amount of any annual subscription previously due, which shall be deemed to be a debt due from such Member of the Association.

10. Any Member may withdraw from the Association by giving one month's notice in writing to the Secretary at any time and paying with such notice any unpaid subscription that may be due by such Member, and thereupon he shall cease to be a Member, but upon such retirement or withdrawal no Member shall be entitled to any repayment of any subscription or any part thereof, whether paid in advance or not.

### RIGHTS AND DUTIES OF MEMBERS.

11. All Members of the Association shall be entitled to state in advertisements that they are Members of the Hire Traders' Protection Association, or that they conduct their hire purchase business according to the rules approved of by the Hire Traders' Protection Association, lawfully made in accordance with the Memorandum of Association and a certificate of membership will be supplied at a nominal charge.

12. Subject to the due performance and observance of the Memorandum and Articles of Association of the Association and

any rules or regulations lawfully made thereunder, all Members of the Association shall be entitled to enjoy all privileges and benefits which membership of the Association shall lawfully confer upon any Member thereof.

13. Every Member of the Association shall be bound:—

(a) To further to the best of his ability the objects, interest and influence of the Association, and to observe all the bye-laws, rules, and regulations of the Association for the time being lawfully in force.

(b) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member if such act or default shall be a breach of any provision of these Articles or of any bye-law, rule or regulation of the Association lawfully made.

14. All information communicated by or to the Association to or by Members of the Association, or by or to Members of the Association to or by other Members of the Association as such Members, shall be considered and treated as strictly private and confidential, other than false information given maliciously or without reasonable ground for believing it to be true.

15. (a) If any person shall complain to the Association in writing:—

(i) Of the conduct of, or of inequitable treatment of any person by any Member of the Association in connection with or relation to any hire purchase transaction, or

(ii) Of any matter, whether general or particular, in respect of the carrying on of any hire purchase business or transaction by any Member of the Association;

the Member of the Association against whom such complaint shall have been made may be expelled from the Association by resolution of at least two-thirds of the members of the Council present and voting at a Special Council Meeting at which not less than eleven members shall be present. Such Member shall have seven clear days' notice sent to him of such Special Council Meeting, and he shall be entitled to attend such Special Council Meeting for the purpose of answering the complaint, but shall not be present at the voting or take any further part in the proceedings otherwise than as the Council may allow. The Council shall not be bound to assign any reason whatsoever for such expulsion.

(b) Upon such expulsion the Members so expelled shall forthwith cease to be a Member of the Association or to have any right to vote or participate in the benefits or funds of the Association, and shall not be entitled to the return of any moneys paid by him to the Association by way of subscription or otherwise.

### COUNCIL OF THE ASSOCIATION.

16. The Council of the Association shall be constituted as follows:—

(a) The honorary officers of the Association shall consist of a Chairman, two Vice-Chairmen and an Honorary Treasurer, who shall be Members of the Association and shall be elected for one year and during their tenure of office shall be *ex-officio* members of the Council. The honorary officers shall retire from office at the Annual General Meeting of the Association in every year, but shall be eligible for re-election either as such honorary officers or as Elected Members of the Council; and

(b) Sixteen Members of the Association (hereafter called "the Elected Members of the Council").

17. For the year 1935 and until the Annual General Meeting of the Association to be held in the year 1936 the President, Vice-Presidents, Honorary Treasurer and members of the General Committee of the Association elected at the Annual General Meeting of the Association for the year 1935 (provided they so long continue to be Members of the Association) shall respectively hold office under these Articles of Association as Chairman, Vice-Chairmen, Honorary Treasurer and Elected Members of the Council of the Association and shall have all the rights, powers and duties prescribed in these Articles and vested in such honorary officers and Council.

18. (a) At the Annual General Meeting of the Association to be held in the year 1936 the whole of the Members of the Council shall retire from office.

(b) The offices of the honorary officers shall at that and every subsequent Annual General Meeting of the Association be filled up in accordance with these Articles of Association by the election of a duly qualified Member of the Association thereto or in default of such election as otherwise prescribed.

(c) At the Annual General Meeting of the Association to be held in the year 1936 sixteen Members of the Association shall be elected as Elected Members of the Council. Of the sixteen Members so elected the eight to secure the largest number of votes shall be elected for two years, and in the event of any two or more



18. In Member voting, the Chairman of the meeting at which the election is held shall have the casting vote (or votes if more than one Member may be necessary). The eight Elected Members of the Council shall be elected for one year and shall retire at the Annual General Meeting of the Association to be held in the year 1937.

19. At the Annual General Meeting of the Association to be held in the year 1937 the eight Elected Members of the Council shall be elected for one year and shall retire at that and every subsequent Annual General Meeting of the Association eight Members of the Association shall be elected as Elected Members of the Council for a term of two years. Retiring Elected Members of the Council shall be eligible for re-election.

20. If at any meeting at which an election of honorary officers or members of the Council ought to take place, the places of the retiring honorary officers or members are not filled up, the retiring honorary officers and members, or such of them as have not had their places filled up, shall be deemed to have been re-elected. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

21. The office of a member of the Council shall, *ipso facto*, be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he ceases to be a Member of the Association.
- (d) If by notice in writing to the Council he resigns his office.

22. The Council shall be entitled to appoint a Member of the Association as an honorary officer and also a Member of the Association as a member of the Council to fill a casual vacancy howsoever caused, but the person so appointed shall be subject to retirement at the same time as if he had been appointed an honorary officer, or had become a member of the Council on the day on which the honorary officer or member of the Council, in whose place he is appointed, was last elected an honorary officer or a member of the Council.

23. The Association may by a resolution passed by a majority of not less than two-thirds of the Members present at an Extraordinary General Meeting and entitled to vote (due notice of the object of which shall have been given) remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution in General Meeting appoint another Member in his stead. The Member so appointed shall hold office during such time only as the removed member of the Council would have held office if he had not been removed.

#### MANAGEMENT OF THE ASSOCIATION.

24. The management and organization of the Association and its affairs and funds shall be in the sole control of the Council of the Association who may exercise all such powers and do all such acts and things as may be exercised or done by the Association or are not hereby or by any Act of Parliament expressly directed or required to be exercised or done by the Association in General Meeting, but subject always to the provisions of any Acts of Parliament for the time being in force and of these presents.

25. Without prejudice to the generality of the powers conferred by the last preceding clause and otherwise by these Articles it is hereby expressly declared that the Council shall have the following powers, that is to say:—

(a) To make, impose, vary and repeal bye-laws, rules and regulations for the administration of the Association and for carrying its objects into effect as shall not amount to an alteration or addition to these Articles of Association which can only legally be made by a Special Resolution of the Association.

(b) If it shall see fit to make such regulations as shall enable the annual election and re-election of honorary officers and members of the Council to be carried out, and/or for obtaining the vote of the Members of the Association upon any matter relating to or in connection with the affairs of the Association, by postal ballot in such manner as may from time to time be determined by the Council.

(c) To enter into all such negotiations, contracts and arrangements, and rescind and vary all such contracts, and execute and do all such deeds, acts and things in the name and on behalf of the Association as they may consider expedient for or in relation to the lawful carrying out of any of the objects or purposes of the Association.

(d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or Members or otherwise concerning the affairs of the Association so far as may be lawful having regard to the rules of law with respect to maintenance or champerty.

(e) To delegate any of their powers to committees consisting of two or more members of the Council and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit.

(f) Subject to the provisions of Section 14 of the Companies Act, 1929, to take offices or acquire premises for the use of the Association and to appoint and at their discretion to remove or suspend such secretaries, managers, clerks, agents and servants upon such terms as they may think fit.

(g) To appoint and dismiss such solicitors as they may from time to time determine and to engage professional or other assistance in connection with the affairs of the Association and pay such fees or remuneration for the same as they may think fit.

(h) To pay all expenses incurred in carrying out the objects of the Association and the management of its affairs.

(i) To do all other lawful things as are incidental or conducive to the attainment of the objects of the Association and are not prohibited by the Memorandum of Association.

#### PROCEEDINGS OF THE COUNCIL.

26. The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, four members of the Council shall be a quorum.

27. Every meeting of the Council shall be presided over by the Chairman of the Council, but if he should not be present at the commencement of any meeting of the Council, the members of the Council shall select one of the Vice-Chairmen present, or if no Vice-Chairman be present then some other member of the Council to be Chairman for that meeting.

28. The Council may at any time, and the Secretary upon the request of two members of the Council, shall convene a meeting of the Council. In the case of a meeting convened at the request of two members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting.

29. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present and voting at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council.

30. A meeting of the Council for the time being, at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles vested in or exercisable by the Council generally.

31. A resolution passed without a meeting of the Council by writing under the hands of all the members of the Council shall be of equal force with a resolution duly passed at a meeting of the Council duly called and held.

32. The meetings and proceedings of any committee appointed by the Council under Article 23 (e) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto and are not superseded by any regulations made by the Council under Article 23 (e) or otherwise.

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

#### MINUTES.

34. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers;
- (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 orders made by the Council and committees of the Council;
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and committees.

And any such minutes of any meeting of the Council or of the committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be *prima facie* evidence of the matters stated in such minutes.

#### SEAL.

35. The Council shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Council previously given, and in the presence of two members of the Council at the least, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be counter-signed by the Secretary or some other person appointed by the Council for that purpose.

#### GENERAL MEETINGS.

36. A General Meeting of the Association shall be held once in every year at such time not being more than fifteen months after the holding of the preceding General Meeting, and at such place as may be prescribed by the Association in General Meeting, and if no time or place is so prescribed then at such time within the period aforesaid and place as may be determined by the Council. The above mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary Meetings.

37. The Council 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 prescribed by Section 114 of the Companies Act, 1929.

#### NOTICE OF GENERAL MEETINGS.

38. Subject to the provisions of Section 117 (2) of the Companies Act, 1929, relating to Special Resolutions, seven days' notice at the least, specifying the place, the day and hour of meeting, and in the case of special business the general nature

of the business shall be given in manner hereinafter mentioned to all the Members, and the accidental omission to give notice of a meeting to a Member shall not invalidate the proceedings at any meeting.

#### PROCEEDINGS AT ANNUAL GENERAL MEETINGS.

38. The business of an Annual General Meeting shall be:—

(a) To receive and consider the income and expenditure account, balance sheet and the reports of the Council and the Auditors.

(b) To elect members of the Council and other officers in the place of those retiring by rotation.

(c) To appoint Auditors and fix their remuneration.

(d) To transact any other business which under the aforesaid provisions ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting shall be deemed special. If any Member has any proposal or any matter which he wishes to make or bring before an Annual General Meeting he shall give 14 days' written notice thereof to the Secretary.

39. Every meeting of the Association shall be presided over by the Chairman of the Council, but if he should not be present at the commencement of the meeting, by a Vice-Chairman, or failing such, the meeting shall elect a Chairman from the members of the Council then present, or if none be present, from the Members of the Association.

40. The quorum of a General Meeting shall be seven Members of the Association personally present and entitled to vote, and no business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

41. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

42. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Member. Every Member shall have one vote and no more, both on a show of hands and on a poll. A corporation may act and vote by its duly authorised representative as provided by Section 116 of the Companies Act, 1929.

43. At any General Meeting, unless a poll is demanded by the Chairman or by three Members present and entitled to vote, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings 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 the resolution.

44. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time not less than seven days or more than fourteen days after demand and at such place as the Chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

45. On a poll, votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or of his attorney, or if such appointor is a corporation under the signature of a director. Any instrument appointing a proxy shall be in writing and duly stamped and shall be as nearly as may be in the following form:—

#### "THE HIRE TRADERS' PROTECTION ASSOCIATION.

"I, \_\_\_\_\_, of \_\_\_\_\_ being a Member  
"of the above Association, hereby appoint  
"of \_\_\_\_\_, whom failing \_\_\_\_\_, of \_\_\_\_\_  
"as my proxy to vote for me and on my  
"behalf at the General Meeting of the Association to be held  
"on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, and at any  
"adjournment thereof.  
"Signed by the said  
"this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in the  
"presence of:—

46. No person shall act as proxy unless he is a Member of the Association, and the instrument appointing him shall be deposited at the registered office of the Association not less than twenty-four hours before the time of holding the meeting at which he proposes to vote.

47. The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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.

48. The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods by the Association, and the assets and liabilities of the Association.

49. The books and accounts shall be kept at the registered office of the Association or at such other place or places as the

Council think fit, and shall always be open to the inspection of the members of the Council.

50. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be made by the Association in General Meeting, the books and accounts of the Association shall be open to the inspection of the Members of the Association at all reasonable times during business hours.

#### ACCOUNTS.

51. At the Annual General Meeting in each year, the Council shall lay before the Association an income and expenditure account for the preceding year and a balance sheet of the Association made up to a date not more than three months before the meeting. Every such balance sheet shall be accompanied by the Auditors' report thereon and by a report of the Council as to the state and condition of the Association.

52. A copy of such income and expenditure account and balance sheet and report together with a copy of the Auditors' report shall not less than seven days previously to the Annual General Meeting before which the same are to be laid be sent to each Member in the manner in which notices are hereinafter directed to be served.

#### AUDITS.

53. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929. The Association at each Annual General Meeting shall fix the number of and appoint properly qualified Auditors to hold office until the next Annual General Meeting, and the following provisions shall have effect, that is to say:—

(a) If an appointment of Auditors is not made at an Annual General Meeting, the Board of Trade may on the application of any Member of the Association appoint Auditors for the current year and fix the remuneration to be paid to them by the Association for their services.

(b) A member of the Council or officer of the Association shall not be capable of being appointed to be an Auditor of the Association.

(c) The members of the Council may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

54. Subject as aforesaid and to the provisions of Section 132 (6) of the Companies Act, 1929, the remuneration of the Auditors shall be fixed by the Association in General Meeting.

55. The balance sheet shall be signed on behalf of the Council by two members of the Council of the Association, and the Auditors' report shall be attached to the balance sheet or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

56. The accounts of the Association when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within the three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

#### NOTICES.

57. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at his registered place of address.

58. Each Member not having a registered place of address within the United Kingdom shall from time to time notify in writing to the Association an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause. If he shall not have named such an address he shall not be entitled to any notice.

59. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and posted. A certificate in writing signed by any Secretary or other officer of the Association that the envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

60. Every notice or application to the Council, or the Secretary, or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at the office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

#### INDEMNITY.

61. Subject to the provisions of Section 152 of the Companies Act, 1929, the Association may indemnify any member of the Council, officer or Auditor of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 372 of the Act in which relief is granted to him by the Court.

THE COMPANIES ACT, 1929.

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*COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.*

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THE HIRE TRADERS' PROTECTION  
ASSOCIATION.

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Articles of Association.

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TUDOR & ROWE,

104, High Holborn, W.C.1.

3.12.78  
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THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY GUARANTEE.  
AND NOT HAVING A SHARE CAPITAL.

---

Articles of Association

— OF —

THE HIRE TRADERS' PROTECTION  
ASSOCIATION.

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1. For the purposes of registration the number of the Members of the Association was declared not to exceed 500, but the Council has registered an increase to 2,000 and may from time to time register a further increase of Members.

2. These Articles shall be construed with reference to the provisions of the Companies Act, 1929, and terms used in these Articles shall have the same respective meanings as they have when used in that Act.

3. The Association was established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

4. Any person or body corporate, engaged either as principal, servant or agent in any business carried on or connected with hire purchase trading or having amongst his or its purposes the carrying out of any of the objects specified in the Memorandum of Association of this Association shall be eligible for membership.

5. Every applicant for membership of the Association shall apply in writing to the Secretary on a form to be supplied by the Secretary for that purpose, which form shall *inter alia* contain particulars of the eligibility of the applicant for membership of the Association.

6. The application for membership shall be laid by the Secretary before the Council of the Association at its next meeting. The Council may elect the applicant a Member of the Association forthwith or adjourn the application for further enquiry or consideration or for such time or for such steps to be taken as the Council may prescribe, or may by a majority of two-thirds of those members of the Council present and voting, refuse any application for membership without assigning any reason therefor.

7. Every applicant, when elected to membership of the Association, shall, for all purposes, be deemed a Member of the Association from the date of the application for membership, and the publication of such Member's name in the "Hire Traders' Record", or other the official journal of the Association for the time being, as a duly elected Member of the Association, shall be taken as conclusive evidence of the election.

8. Every Member of the Association shall pay such annual subscription as shall be determined from time to time by vote of an Extraordinary General Meeting of the Association. Until the same shall be increased or reduced by such an Extraordinary General Meeting of the Association, the amount of the annual subscription in respect of London Members of the Association, shall be £1 1s. 0d. per annum, and in respect of Country Members of the Association, 10s. 6d. per annum, and such subscriptions shall be in respect of the period in each year from January 1st to December 31st, and shall be payable in advance. Members having places of business within twenty miles of Charing Cross shall be deemed London Members. All other Members shall be Country Members.

9. The rights of any Member shall be personal and not transferable, and failure to pay the annual subscription within three months of its becoming due, or failure to perform and observe any of the regulations or bye-laws of the Association for the time being lawfully in force may, if the Council so decide, disqualify any Member from any right to vote at any meeting of the Association or participate in any benefit of the Association. The Council may by a majority of two-thirds of those Members of the Council present and voting, declare that any such Member shall cease to be a Member, but such

Member shall, nevertheless, remain liable to pay to the Association the full amount of any annual subscription previously due, which shall be deemed to be a debt due from such Member of the Association.

10. Any Member may withdraw from the Association by giving one month's notice in writing to the Secretary at any time and paying with such notice any unpaid subscription that may be due by such Member, and thereupon he shall cease to be a Member, but upon such retirement or withdrawal no Member shall be entitled to any repayment of any subscription or any part thereof, whether paid in advance or not.

#### RIGHTS AND DUTIES OF MEMBERS.

11. All Members of the Association shall be entitled to state in advertisements that they are Members of the Hire Traders' Protection Association, or that they conduct their hire purchase business according to the rules approved of by the Hire Traders' Protection Association, lawfully made in accordance with the Memorandum of Association, and a certificate of membership will be supplied at a nominal charge.

12. Subject to the due performance and observance of the Memorandum and Articles of Association of the Association and any rules or regulations lawfully made thereunder, all Members of the Association shall be entitled to enjoy all privileges and benefits which membership of the Association shall lawfully confer upon any Member thereof.

13. Every Member of the Association shall be bound:—

- (a) To further to the best of his ability the objects, interest and influence of the Association, and to observe all the bye-laws, rules and regulations of the Association for the time being lawfully in force.
- (b) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member if such act or default shall be a breach of any provision of these Articles or of any bye-law, rule or regulation of the Association lawfully made.

14. All information communicated by or to the Association to or by Members of the Association, or by or to Members of the

Association to or by other Members of the Association as such Members, shall be considered and treated as strictly private and confidential, other than false information given maliciously or without reasonable ground for believing it to be true.

15. (a) If any person shall complain to the Association in writing—

- (i) Of the conduct of, or of inequitable treatment of any person by, any Member of the Association in connection with or relation to any hire purchase transaction, or
- (ii) Of any matter, whether general or particular, in respect of the carrying on of any hire purchase business or transaction by any Member of the Association;

the Member of the Association against whom such complaint shall have been made may be expelled from the Association by resolution of at least two-thirds of the members of the Council present and voting at a Special Council Meeting at which not less than eleven members shall be present. Such Member shall have seven 'clear days' notice sent to him of such Special Council Meeting, and he shall be entitled to attend such Special Council Meeting for the purpose of answering the complaint, but shall not be present at the voting or take any further part in the proceedings otherwise than as the Council may allow. The Council shall not be bound to assign any reason whatsoever for such expulsion.

(b) Upon such expulsion the Member so expelled shall forthwith cease to be a Member of the Association or to have any right to vote or participate in the benefits or funds of the Association, and shall not be entitled to the return of any moneys paid by him to the Association by way of subscription or otherwise.

#### COUNCIL OF THE ASSOCIATION.

16. The Council of the Association shall be constituted as follows:—

- (a) The honorary officers of the Association shall consist of a Chairman, two Vice-Chairmen and an Honorary Treasurer, who shall be Members of the Association and shall be elected for one year and during their tenure of office shall be *ex-officio* members of the Council. The honorary officers shall retire from office

at the Annual General Meeting of the Association in every year, but shall be eligible for re-election either as such honorary officers or as Elected Members of the Council; and

- (b) Sixteen Members of the Association (hereafter called "the Elected Members of the Council").

17. For the year 1935 and until the Annual General Meeting of the Association to be held in the year 1936 the President, Vice-Presidents, Honorary Treasurer and members of the General Committee of the Association elected at the Annual General Meeting of the Association for the year 1935 (provided they so long continue to be Members of the Association) shall respectively hold office under these Articles of Association as Chairman, Vice-Chairmen, Honorary Treasurer and Elected Members of the Council of the Association and shall have all the rights, powers and duties prescribed in these Articles and vested in such honorary officers and Council.

18. (a) At the Annual General Meeting of the Association to be held in the year 1936 the whole of the Members of the Council shall retire from office.

(b) The offices of the honorary officers shall at that and every subsequent Annual General Meeting of the Association be filled up in accordance with these Articles of Association by the election of a duly qualified Member of the Association thereto or in default of such election as otherwise prescribed.

(c) At the Annual General Meeting of the Association to be held in the year 1936 sixteen Members of the Association shall be elected as Elected Members of the Council. Of the sixteen Members so elected the eight to secure the largest number of votes shall be elected for two years, and in the event of any two or more of such Members tying, the Chairman of the meeting at which the result is declared shall have the casting vote (or votes if more than two Members may tie as may be necessary). The eight remaining Elected Members of the Council shall be elected for one year and shall retire at the Annual General Meeting of the Association to be held in the year 1937.

(d) At the Annual General Meeting of the Association to be held in the year 1937 the eight Elected Members of the Council originally elected for one year shall retire and at that and every subsequent Annual General Meeting of the Association eight Members of the Association shall be elected as Elected Members of



the Council for a term of two years. Retiring Elected Members of the Council shall be eligible for re-election.

19. If at any meeting at which an election of honorary officers or members of the Council ought to take place, the places of the retiring honorary officers or members are not filled up, the retiring honorary officers and members, or such of them as have not had their places filled up, shall be deemed to have been re-elected. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

20. The office of a member of the Council shall, *ipso facto*, be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he ceases to be a Member of the Association.
- (d) If by notice in writing to the Council he resigns his office.

21. The Council shall be entitled to appoint a Member of the Association as an honorary officer and also a Member of the Association as a member of the Council to fill a casual vacancy howsoever caused, but the person so appointed shall be subject to retirement at the same time as if he had been appointed an honorary officer, or had become a member of the Council on the day on which the honorary officer or member of the Council, in whose place he is appointed, was last elected an honorary officer or a member of the Council.

22. The Association may by a resolution passed by a majority of not less than two-thirds of the Members present at an Extraordinary General Meeting and entitled to vote (due notice of the object of which shall have been given) remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution in General Meeting appoint another Member in his stead. The Member so appointed shall hold office during such time only as the removed member of the Council would have held office if he had not been removed.

#### MANAGEMENT OF THE ASSOCIATION.

23. The management and organization of the Association and its affairs and funds shall be in the sole control of the Council of the

Association who may exercise all such powers and do all such acts and things as may be exercised or done by the Association or are not hereby or by any Act of Parliament expressly directed or required to be exercised or done by the Association in General Meeting, but subject always to the provisions of any Acts of Parliament for the time being in force and of these presents.

24. Without prejudice to the generality of the powers conferred by the last preceding clause and otherwise by these Articles it is hereby expressly declared that the Council shall have the following powers, that is to say:—

- (a) To make, impose, vary and repeal bye-laws, rules and regulations for the administration of the Association and for carrying its objects into effect as shall not amount to an alteration or addition to these Articles of Association which can only legally be made by a Special Resolution of the Association.
- (b) If it shall see fit to make such regulations as shall enable the annual election and re-election of honorary officers and members of the Council to be carried out, and/or for obtaining the vote of the Members of the Association upon any matter relating to or in connection with the affairs of the Association, by postal ballot in such manner as may from time to time be determined by the Council.
- (c) To enter into all such negotiations, contracts and arrangements, and rescind and vary all such contracts, and execute and do all such deeds, acts and things in the name and on behalf of the Association as they may consider expedient for or in relation to the lawful carrying out of any of the objects or purposes of the Association.
- (d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or Members or otherwise concerning the affairs of the Association so far as may be lawful having regard to the rules of law with respect to maintenance or champerty.
- (e) To delegate any of their powers to committees consisting of two or more members of the Council and to make and impose upon such committees such rules and

regulations and to vary the same from time to time as they shall think fit.

- (f) Subject to the provisions of Section 14 of the Companies Act, 1929, to take offices or acquire premises for the use of the Association and to appoint and at their discretion to remove or suspend such secretaries, managers, clerks, agents and servants upon such terms as they may think fit.
- (g) To appoint and dismiss such solicitors as they may from time to time determine and to engage professional or other assistance in connection with the affairs of the Association and pay such fees or remuneration for the same as they may think fit.
- (h) To pay all expenses incurred in carrying out the objects of the Association and the management of its affairs.
- (i) To do all other lawful things as are incidental or conducive to the attainment of the objects of the Association and are not prohibited by the Memorandum of Association.

#### PROCEEDINGS OF THE COUNCIL.

25. The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, four members of the Council shall be a quorum.

26. Every meeting of the Council shall be presided over by the Chairman of the Council, but if he should not be present at the commencement of any meeting of the Council, the members of the Council shall select one of the Vice-Chairmen present, or if no Vice-Chairman be present then some other member of the Council to be Chairman for that meeting.

27. The Council may at any time, and the Secretary upon the request of two members of the Council, shall convene a meeting of the Council. In the case of a meeting convened at the request of two members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting.

28. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present and

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voting at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council.

29. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles vested in or exercisable by the Council generally.

30. A resolution passed without a meeting of the Council by writing under the hands of all the members of the Council shall be of equal force with a resolution duly passed at a meeting of the Council duly called and held.

31. The meetings and proceedings of any committee appointed by the Council under Article 23 (e) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto and are not superseded by any regulations made by the Council under Article 23 (e) or otherwise.

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

#### MINUTES.

33. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers;
- (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 orders made by the Council and committees of the Council;
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and committees.

And any such minutes of any meeting of the Council or of the committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be *prima facie* evidence of the matters stated in such minutes.

#### SEAL.

34. The Council shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Council previously given, and in the presence of two members of the Council at the least, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be counter-signed by the Secretary or some other person appointed by the Council for that purpose.

#### GENERAL MEETINGS.

35. A General Meeting of the Association shall be held once in every year at such time not being more than fifteen months after the holding of the preceding General Meeting, and at such place as may be prescribed by the Association in General Meeting, and if no time or place is so prescribed then at such time within the period aforesaid and place as may be determined by the Council. The above mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary Meetings.

36. The Council 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 prescribed by Section 114 of the Companies Act, 1929.

#### NOTICE OF GENERAL MEETINGS.

37. Subject to the provisions of Section 117 (2) of the Companies Act, 1929, relating to Special Resolutions, seven days' notice at the least, specifying the place, the day and hour of meeting, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to all the Members, but the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any Member, shall not invalidate the proceedings at any meeting.

## PROCEEDINGS AT ANNUAL GENERAL MEETINGS.

38. The business of an Annual General Meeting shall be:—

- (a) To receive and consider the income and expenditure account, balance sheet and the reports of the Council and the Auditors.
- (b) To elect members of the Council and other officers in the place of those retiring by rotation.
- (c) To appoint Auditors and fix their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting shall be deemed special. If any Member has any proposal or any matter which he wishes to make or bring before an Annual General Meeting he shall give 14 days' written notice thereof to the Secretary.

39. Every meeting of the Association shall be presided over by the Chairman of the Council, but if he should not be present at the commencement of the meeting, by a Vice-Chairman, or failing such, the meeting shall elect a Chairman from the members of the Council then present, or if none be present, from the Members of the Association.

40. The quorum of a General Meeting shall be seven Members of the Association personally present and entitled to vote, and no business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

41. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

42. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as

a Member. Every Member shall have one vote and no more, both on a show of hands and on a poll. A corporation may act and vote by its duly authorised representative as provided by Section 116 of the Companies Act, 1929.

43. At any General Meeting, unless a poll is demanded by the Chairman or by three Members present and entitled to vote, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings 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 the resolution.

44. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time not less than seven days or more than fourteen days after demand and at such place as the Chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

45. On a poll, votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or of his attorney, or if such appointor is a corporation, under the signature of a director. Any instrument appointing a proxy shall be in writing and duly stamped and shall be as nearly as may be in the following form:—

“THE HIRE TRADERS’ PROTECTION ASSOCIATION.

“I, \_\_\_\_\_, of \_\_\_\_\_,  
 “being a Member of the above Association, hereby  
 “appoint \_\_\_\_\_, of \_\_\_\_\_,  
 “whom failing \_\_\_\_\_, of \_\_\_\_\_,  
 “as my proxy to vote for me and on my behalf at the  
 “General Meeting of the Association to be held on the  
 “\_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, and at any  
 “adjournment thereof.  
 “Signed by the said \_\_\_\_\_  
 “this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in the  
 “presence of:—

46. No person shall act as proxy unless he is a Member of the Association, and the instrument appointing him shall be deposited at the registered office of the Association not less than twenty-four hours before the time of holding the meeting at which he proposes to vote.

47. The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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.

48. The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods by the Association, and the assets and liabilities of the Association.

49. The books and accounts shall be kept at the registered office of the Association or at such other place or places as the Council think fit, and shall always be open to the inspection of the members of the Council.

50. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be made by the Association in General Meeting, the books and accounts of the Association shall be open to the inspection of the Members of the Association at all reasonable times during business hours.

#### ACCOUNTS.

51. At the Annual General Meeting in each year, the Council shall lay before the Association an income and expenditure account for the preceding year and a balance sheet of the Association made up to a date not more than three months before the meeting. Every such balance sheet shall be accompanied by the Auditors' report thereon and by a report of the Council as to the state and condition of the Association.

52. A copy of such income and expenditure account and balance sheet and report together with a copy of the Auditors' report shall not less than seven days previously to the Annual General Meeting before which the same are to be laid be sent to each Member in the manner in which notices are hereinafter directed to be served.

#### AUDITS.

53. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929. The Association at each Annual General Meeting shall fix the number of and appoint properly qualified



Auditors to hold office until the next Annual General Meeting, and the following provisions shall have effect, that is to say:—

- (a) If an appointment of Auditors is not made at an Annual General Meeting, the Board of Trade may on the application of any Member of the Association appoint Auditors for the current year and fix the remuneration to be paid to them by the Association for their services.
- (b) A member of the Council or officer of the Association shall not be capable of being appointed to be an Auditor of the Association.
- (c) The members of the Council may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

54. Subject as aforesaid and to the provisions of Section 132 (6) of the Companies Act, 1929, the remuneration of the Auditors shall be fixed by the Association in General Meeting.

55. The balance sheet shall be signed on behalf of the Council by two members of the Council of the Association, and the Auditors' report shall be attached to the balance sheet or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

56. The accounts of the Association when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within the three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

#### NOTICES.

57. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at his registered place of address.

58. Each Member not having a registered place of address within the United Kingdom shall from time to time notify in writing to the Association an address in the United Kingdom, which shall be


deemed his registered place of address within the meaning of the last preceding clause. If he shall not have named such an address he shall not be entitled to any notice.

59. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and posted. A certificate in writing signed by any Secretary or other officer of the Association that the envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

60. Every notice or application to the Council, or the Secretary, or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at the office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

#### INDEMNITY.

61. Subject to the provisions of Section 152 of the Companies Act, 1929, the Association may indemnify any member of the Council, officer or Auditor of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 372 of the Act in which relief is granted to him by the Court.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.

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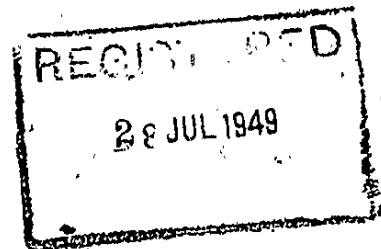
## Special Resolutions

(Pursuant to the Companies Act, 1948)

OF

# THE HIRE TRADERS PROTECTION ASSOCIATION

Passed the 5th day of May, 1949.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Association duly convened and held at 3, Berners Street, London, W.1, on the 5th day of May, 1949, the following resolutions were duly passed as SPECIAL RESOLUTIONS.

### RESOLUTIONS.

1. That the name of the Association be changed to "The Hire Purchase Trade Association."
2. That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof, be adopted as the Articles of the Association in substitution for and to the exclusion of all existing Articles thereof.

A 231.1

*W. L. Gillbanks*

28 JUL 1949

*Aug. 12. 1949*

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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Articles of Association

— OF —

THE HIRE PURCHASE TRADE  
ASSOCIATION

*Adopted by Special Resolution passed on the 5<sup>th</sup> May 1949.*

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1. For the purposes of registration the number of the Members of the Association was declared not to exceed 500, but the Council has registered an increase to 2,000 and may from time to time register a further increase of Members.

2. These Articles shall be construed with reference to the provisions of the Companies Act, 1948, and terms used in these Articles shall have the same respective meanings as they have when used in that Act.

3. The Association was established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

4. (a) Members of the Association may be :—

(1) Ordinary Members; (2) Honorary Members.

(b) Any person acting in that person's own right or any person nominated to represent a firm or unincorporated Association and approved by the Council of the Association or any body corporate engaged or concerned, either

## TO MEMBERS OF THE HIRE TRADERS' PROTECTION ASSOCIATION.

Enclosed will be found a Notice convening an Extraordinary Meeting of the Association at 2.30 p.m. on May 5th, 1949, for the purpose of amending the Articles of Association.

To avoid the necessity of drafting a long series of amendments, the Council have been advised that the more simple course will be to ask the Meeting to adopt a new set of Articles, and a draft copy of these is attached. In fact however the changes which the Council suggest to the Members are not as great as might be thought, although they are important, and the principal alterations are as follows :—

### **(1) THE NAME:—**

By adopting the new Articles the name of the Association will change from that of the Hire Traders' Protection Association to that of The Hire Purchase Trade Association. The latter style has been used for many years, as it has been felt that it indicates more clearly the present day activities of the H.P.T.A. and by giving legal effect to the change it will no longer be necessary for the old name to be shown on official documents.

### **(2) MEMBERS:—**

The new Articles make provision for Honorary Members, which did not previously exist, and also clarifies the position of members whose business is that of a partnership firm or other unincorporated Associations.

### **(3) SUBSCRIPTIONS:—**

Provision is made for the Annual Subscription to be fixed by the Council. Until they otherwise determine the subscription is fixed at its present rate.

### **(4) BADGES, PLAQUES, ETC.:—**

The new Articles empower the Council to provide members with certificates of membership, badges, and any other insignia it is thought desirable.

### **(5) COUNCIL:—**

Suggested alterations in this connection are :—

- (a) Provision is made for a President and for Vice-Presidents.
- (b) Membership of the Council is extended from 16 to 18 members.
- (c) One-third of the members of the Council retire each year, and not one-half, as under the existing Articles.

### **(6) CONSULTATIVE COMMITTEE:—**

Provision is now made for setting up of Consultative Committees by the Council.

### **(7) BRANCHES:—**

The Council will now have the power if they consider it advisable to establish Branches of the Association in various centres.

There are also a number of minor amendments which bring the new Articles into line with recent changes in the law relating to limited companies, but the above are the principal changes which are proposed.

The new Articles have been prepared after very great care and thought, and the Association is indebted to the Honorary Solicitors, Messrs. Tudor and Rowe, for considerable help and advice in this matter.

The Council strongly recommend the adoption of the new Articles, which will enable the Association to be of even greater service to the Hire Purchase trade in the future.

The Secretary will be glad to answer, prior to the Meeting, any queries which members may have upon the new Articles.

as principal or servant or agent, in any business *inter alia* carrying on or related to hire purchase trading or having amongst his or its objects or purposes the carrying out of any of the objects specified in the Memorandum of Association of this Association shall be eligible for election as an Ordinary Member.

- (c) The Council of the Association may appoint to (and from time to time remove from) the Honorary Membership of the Association such distinguished and other person who may be interested in achieving the objects specified in the Memorandum of Association of this Association as the Council may deem eligible and such persons shall not be required to comply with Article 5 or pay any subscription or entrance fee, but shall not be entitled to vote at any General Meeting of the Association.
- (d) A Partnership firm or unincorporated Association, may from time to time appoint one of its members or a person approved by the Council of the Association to represent it to be a member of the Association and a body corporate (being a member of the Association) may from time to time appoint one of its Directors or its Secretary or an Executive Manager, as its representative to attend meetings of the Association, and to vote thereat when such Member would be entitled to vote if a person. The person so appointed shall so long as his appointment shall continue be eligible for election to membership of the Council.

5. Every applicant for membership of the Association shall apply in writing to the Secretary on a form to be supplied by the Secretary for that purpose, which form shall *inter alia* contain particulars of the eligibility of the applicant for membership of the Association.

6. The application for ordinary membership shall be laid by the Secretary before the Council of the Association at its next meeting. The Council may elect the applicant as an Ordinary Member of the Association forthwith or adjourn the application for further enquiry or consideration or for such time or for such steps to be taken as the Council may prescribe, or may by a majority of two-thirds of those members of the Council present and voting, refuse any application for ordinary membership without assigning any reason therefor.

7. Every applicant, when elected to ordinary membership of the Association, shall, for all purposes, be deemed an Ordinary Member of the Association from the date of the application for membership, and the entry of such Ordinary Member's name in the minutes of the proceedings of the Council as a duly elected Ordinary Member of the Association, shall be taken as conclusive evidence of the election.

8. Every Ordinary Member of the Association shall pay such Annual Subscription and such entrance fee (if any) as shall be determined from time to time by the Council of the Association. Until the same shall be increased or reduced by the Council of the Association the amount of the Annual Subscription in respect of members of the Association shall be £2 2s. 0d. per annum, and such subscriptions shall be in respect of the period of one year to be calculated in each case from the first day of the month following the date of election and shall be payable in advance.

9. The rights of any Ordinary Member shall be personal and not transferable, and failure to pay the annual subscription within three months of its becoming due may, if the Council so decide, disqualify any Ordinary Member from any right to vote at any meeting of the Association or participate in any benefit of the Association. The Council may by a majority of two-thirds of those Members of the Council present and voting, declare that any such Member shall cease to be a Member, but such Member shall, nevertheless, remain liable to pay to the Association the full amount of any annual subscription previously due, which shall be deemed to be a debt due from such Member of the Association.

10. Any Member may withdraw from the Association by giving one month's notice in writing to the Secretary at any time and paying with such notice any unpaid subscription that may be due by such Member, and thereupon he shall cease to be a Member, but upon such retirement or withdrawal no Member shall be entitled to any repayment of any subscription or any part thereof, whether paid in advance or not.

#### RIGHTS AND DUTIES OF MEMBERS.

11. If and when authorised by the Council, Certificates of Membership, Badges, Plaques, or other insignia of membership of the Association in such form and at such charges as may be prescribed from time to time by the Council may be supplied to any Member of the Association who may apply for the same, as the Council in its absolute discretion determine. Such Certificates, Badges, Plaques or insignia will be issued by the Council to such

members on such terms as the Council consider desirable, and shall remain the sole property of the Association and shall be returned to the Secretary forthwith, if at any time for any reason the membership of such member shall determine, and shall also be returned if the Council pass a Resolution instructing the Secretary to recover such Certificates, Badges, Plaques and insignia. A copy of any such Resolution signed by the Chairman of the Meeting at which such Resolution was passed shall be conclusive evidence of the due passing thereof.

12. Subject to the due performance and observance of the Memorandum and Articles of Association of the Association and any rules or regulations lawfully made thereunder, all Members of the Association shall be entitled to enjoy all privileges and benefits which membership of the Association shall lawfully confer upon any Member thereof.

13. Every Member of the Association shall be bound:--

- (a) To further to the best of his ability the objects, interest and influence of the Association, and to observe all the bye-laws, rules and regulations of the Association for the time being lawfully in force.
- (b) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member if such act or default shall be a breach of any provision of these Articles or of any bye-law, rule or regulation of the Association lawfully made.

14. All information communicated by or to the Association to or by Members of the Association, or by or to Members of the Association to or by other Members of the Association as such members, shall be considered and treated as strictly private and confidential. All such information shall be deemed to be supplied upon the basis that the Association enters into no contract in relation thereto and that neither the Association nor the Council of the Association nor any member thereof, nor any officer of the Association shall in any case, or under any circumstances be held responsible in any way with reference to or in connection with the obtaining or failure to obtain, the transmission or non-transmission, or the correctness of, any such information or with reference to or in connection with any negligence or alleged negligence in respect of any such matters or things.

15. (a) If any person shall complain to the Association in writing—



- (i) Of the conduct of, or of inequitable treatment of any person by, any Member of the Association in connection with or relation to any hire purchase transaction, or
- (ii) Of any matter, whether general or particular, in respect of the carrying on of any hire purchase business or transaction by any Member of the Association;

the Member of the Association against whom such complaint shall have been made may be expelled from the Association by resolution of at least two-thirds of the members of the Council present and voting at a Special Council Meeting at which not less than eleven members shall be present. Such Member shall have seven clear days' notice sent to him of such Special Council Meeting, and he shall be entitled to attend such Special Council Meeting for the purpose of answering the complaint, but shall not be present at the voting or take any further part in the proceedings otherwise than as the Council may allow. The Council shall not be bound to assign any reason whatsoever for such expulsion.

- (b) Upon such expulsion the Member so expelled shall forthwith cease to be a Member of the Association or to have any right to vote or participate in the benefits or funds of the Association, and shall not be entitled to the return of any moneys paid by him to the Association by way of subscription or otherwise.

#### COUNCIL OF THE ASSOCIATION.

16. (a) The Council of the Association shall consist of Members of the Association whose services shall be purely honorary and shall be constituted as follows:—

- (i) The Honorary Officers of the Association who shall consist of a President of the Association, not more than three Vice-Presidents, and Honorary Treasurer of the Association, a Chairman of the Council and a Vice-Chairman of the Council and who shall be members of the Association and shall be elected for one year and during their tenure of office shall be ex-officio members of the Council. The Honorary Officers shall retire from office at the close of the Annual General Meeting of the Association in every year, but shall be eligible for re-election either as such Honorary Officers or as Elected Members of the Council; and
- (ii) Eighteen Members of the Association (hereafter called the Elected Members of the Council).

(b) No person shall be eligible for election as Chairman or Vice-Chairman of the Council or as Honorary Treasurer of the Association or as an Elected Member unless he shall be either:—

- (i) a member of the Association, or
- (ii) the representative, duly appointed pursuant to paragraph (d) of Article 4, or of a body corporate which is a Member of the Association;
- (iii) a person, who has served as a member of the Council of the Association prior to the 1st day of June, 1939, and continues to be either personally a Member of the Association or the representative of a body corporate which is a member of the Association.

17. (a) For the year 1948 and until the Annual General Meeting of the Association to be held in the year 1949 the Chairman, Vice-Chairman, Honorary Treasurer and elected Members of the Council of the Association elected at the Annual General Meeting of the Association for the year 1948 (provided they so long continue to be Members of the Association) shall respectively hold office under these Articles of Association as Chairman, Vice-Chairmen, Honorary Treasurer and Elected Members of the Council of the Association and shall have all the rights, powers and duties prescribed in these Articles and vested in such honorary officers and Council.

(b) At the first Meeting of the Council held after the passing of the Resolution adopting this Article and at the first Meeting of the Council to be held after the Annual General Meeting in the year 1949 and in each subsequent year, or so soon thereafter in each and every case as practicable, the Council may appoint the Members of the Consultative Committee to hold office (subject to the provisions of these Articles) until the first Meeting of the Council next following the next succeeding Annual General Meeting of the Association.

18. (a) At the Annual General Meeting of the Association to be held in the year 1949 and at the Annual General Meeting in each subsequent year the President, Vice-Presidents, Chairman, Vice-Chairman, Honorary Treasurer, and one-third of the Elected Members shall retire. The one-third of the Elected Members to retire in the year 1949 shall, unless the Elected Members agree among themselves, be determined by lot in every subsequent year the one-third who have been longest continuously in office shall retire. If two or more Elected Members have been in office continuously for an equal length of time the Elected Member to retire

shall, in default of agreement between themselves be determined by lot. If at any such Meeting the number of Elected Members is not a multiple of three, the number nearest to but not exceeding one-third shall retire.

(b) At the Annual General Meeting in the year 1949 and at the Annual General Meeting in each subsequent year the offices of the President, Vice-Presidents, and Honorary Treasurer of the Association and of the Chairman and Vice-Chairman of the Council, and of the retiring Elected Members shall be filled up in accordance with these Articles of Association by the election of a duly qualified person thereto or in default of such election as otherwise prescribed. Retiring Elected Members of the Council shall be eligible for re-election.

19. If at any meeting at which an election of honorary officers or elected members of the Council ought to take place, the places of the retiring honorary officers or elected members are not filled up, the retiring honorary officers and elected members, or such of them as have not had their places filled up, shall be deemed to have been re-elected. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members thereof.

20. The office of a member of the Council shall, *ipso facto*, be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he ceases to be a Member or duly appointed representative of a Corporate Member of the Association.
- (d) If by notice in writing to the Secretary of the Association he resigns his office.

21. The Council shall be entitled to appoint a Member of the Association or duly appointed representative of a Corporate Member, as an honorary officer or as a member of the Council to fill a casual vacancy howsoever caused, but the person so appointed shall be subject to retirement at the same time as if he had been appointed an honorary officer, or had become a member of the Council on the day on which the honorary officer or member of the Council, in whose place he is appointed, was last elected an honorary officer or a member of the Council.

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22. In addition and without prejudice to any power of removal conferred by Section 184 of the Companies Act, 1948, the Association may by a resolution passed by a majority of not less than two-thirds of the Members present at an Extraordinary General Meeting and entitled to vote (due notice of the object of which shall have been given) remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution in General Meeting appoint another Member in his stead. The Member so appointed shall hold office during such time only as the removed member of the Council would have held office if he had not been removed.

#### MANAGEMENT OF THE ASSOCIATION.

23. The management and organization of the Association and its affairs and funds shall be in the control of the Council of the Association who may exercise all such powers and do all such acts and things as may be exercised or done by the Association or are not hereby or by any Act of Parliament expressly directed or required to be exercised or done by the Association in General Meeting, but subject always to the provisions of any Acts of Parliament for the time being in force and of these presents.

24. Without prejudice to the generality of the powers conferred by the last preceding clause and otherwise by these Articles it is hereby expressly declared that the Council shall have the following powers, that is to say:—

- (a) To make, impose, vary and repeal bye-laws, rules and regulations for the administration of the Association and for carrying its objects into effect as shall not amount to an alteration or addition to these Articles of Association which can only legally be made by a Special Resolution of the Association.
- (b) If it shall see fit to make such regulations as shall enable the annual election and re-election of honorary officers and elected members of the Council to be carried out, and/or for obtaining the vote of the Members of the Association upon any matter relating to or in connection with the affairs of the Association and not by statute required to be determined by a Resolution passed at a General Meeting, or by postal ballot in such manner as may from time to time be determined by the Council.

- (c) To enter into all such negotiations, contracts and arrangements, and rescind and vary all such contracts, and execute and do all such deeds, acts and things in the name and on behalf of the Association as they may consider expedient for or in relation to the lawful carrying out of any of the objects or purposes of the Association.
- (d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or Members or otherwise concerning the affairs of the Association so far as may be lawful having regard to the rules of law with respect to maintenance or champerty.
- (e) To delegate any of their powers to committees consist- of two or more members of the Council and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit.
- (f) To appoint from time to time and to vary such appoint- ments subject to such rules and regulations as the Council may from time to time prescribe, such members of the Association (whether Ordinary or Honorary) to form with the Council or any Committee of Council a Consultative Committee to advise and assist the Council and the Association in directing the general policy of the Association towards achieving the objects specified in the Memorandum of Association and in co-ordina- ting the business and activities of the Association with the business and activities of other Associations, Societies and Organisations having *inter alia* similar objects. Provided always that the Consultative Com- mittee shall not be empowered to commit the Associa- tion to any expenses or financial liability without the previous consent of the Council.
- (g) Subject to the provisions of Section 14 of the Companies Act, 1948, to take offices or acquire premises for the use of the Association and to appoint and at their discretion to remove or suspend such secretaries, managers, clerks, agents and servants upon such terms as they may think fit.
- (h) To appoint and dismiss such solicitors as they may from time to time determine and to engage professional or other assistance in connection with the affairs of the

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Association and to pay such fees or remuneration for the same as they may think fit.

- (i) To set up, constitute and organise local branches of the Association, consisting of members of the Association in such places as they may think fit, and to appoint or authorise the members of such local branches to appoint from amongst their members Committees to control and manage such local branches and to define the powers and duties of such local branches and Committees and to make and impose bye-laws, rules and regulations for the administration and government of such local branches and of such Committees and to delegate any of their powers to such local branches and to such Committees as they may deem fit.
- (j) To pay all expenses incurred in carrying out the objects of the Association and the management of its affairs.
- (k) To do all other lawful things as are incidental or conducive to the attainment of the objects of the Association and are not prohibited by the Memorandum of Association.

#### PROCEEDINGS OF THE COUNCIL.

25. The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, four members of the Council shall be a quorum.

26. Every meeting of the Council shall be presided over by the Chairman of the Council, or in his absence by the Vice-Chairman, but if neither the Chairman nor the Vice-Chairman should be present at the commencement of any meeting of the Council, the members of the Council shall select some other member of the Council to be Chairman for that meeting.

27. The Council may at any time, and the Secretary upon the request of two members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of two members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting.

28. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present and voting at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council.

29. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles vested in or exercisable by the Council generally.

30. A resolution passed without a meeting of the Council by writing under the hands of all the members of the Council shall be of equal force with a resolution duly passed at a meeting of the Council duly called and held.

31. The meetings and proceedings of any committee appointed by the Council under Article 24 (e) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto and are not superseded by any regulations made by the Council under Article 24 (e) or otherwise.

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

#### MINUTES.

33. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers;
- (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 orders made by the Council and committees of the Council;
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and committees.

And any such minutes of any meeting of the Council or of the committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be *prima facie* evidence of the matters stated in such minutes.

#### SEAL.

34. The Council shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Council previously given, and in the presence of two members of the Council at the least, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council for that purpose.

#### GENERAL MEETINGS.

35. A General Meeting of the Association shall be held as an Annual General Meeting once in every year in addition to any other Meeting in that year and at such time not being more than fifteen months after the holding of the preceding Annual General Meeting, and at such place as may be prescribed by the Association in General Meeting, and if no time or place is so prescribed then at such time within the period aforesaid and place as may be determined by the Council. The above mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings. Every notice of an Annual General Meeting shall specify the Meeting as such.

36. The Council 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 prescribed by Section 132 of the Companies Act, 1948. 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 Association 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.

37. Twenty-one clear days' notice at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen clear days' notice at the least of every



other General Meeting, specifying the place, the day and hour of meeting, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to the Auditors and to all the Members other than Members who are not entitled to receive notices, but 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 the same, shall not invalidate the proceedings at any meeting.

#### PROCEEDINGS AT ANNUAL GENERAL MEETINGS.

38. The business of an Annual General Meeting shall be :—

- (a) To receive and consider the income and expenditure account and balance sheet and group accounts (if any) and the reports of the Council and the Auditors.
- (b) To elect members of the Council and other officers in the place of those retiring by rotation.
- (c) To appoint Auditors and fix their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special. If any Member has any proposal or any matter which he wishes to make or bring before an Annual General Meeting he shall give 14 days' written notice thereof to the Secretary, but this provision shall be without prejudice to the provisions of Section 140 of the Companies Act, 1948.

39. Every meeting of the Association shall be presided over by the Chairman of the Council, but if he should not be present at the commencement of the meeting, by the Vice-Chairman, or failing such, the meeting shall elect a Chairman from the members of the Council then present, or if none be present, from the Members of the Association.

40. The quorum of a General Meeting shall be seven Members of the Association personally present and entitled to vote, and no business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

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41. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

42. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Member. Every Member shall have one vote and no more, both on a show of hands and on a poll. A corporation may act and vote by its duly authorised representative as provided by Section 139 of the Companies Act, 1948.

43. At any General Meeting, unless a poll is demanded by the Chairman of the Meeting, or by three Members present in person or by proxy and entitled to vote, or by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings 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 the resolution.

44. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time not less than seven days or more than twenty-one days after demand and at such place as the Chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

45. On a poll, votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or of his attorney, or if such appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Any instrument appointing a proxy shall be in writing and duly stamped and shall be as nearly as may be in the following form:—

"THE HIRE PURCHASE TRADE ASSOCIATION.

"I, \_\_\_\_\_, of \_\_\_\_\_,  
 "being a Member of the above Association, hereby  
 "appoint \_\_\_\_\_, of \_\_\_\_\_,  
 "whom failing \_\_\_\_\_, of \_\_\_\_\_,  
 "as my proxy to vote for me and on my behalf at the  
 "Annual or Extraordinary or Adjourned General Meet-  
 "ing of the Association to be held on the  
 "day of \_\_\_\_\_, 19\_\_\_\_, and at any adjourn-  
 "ment thereof.  
 "Signed by the said \_\_\_\_\_  
 "this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in the  
 "presence of:— \_\_\_\_\_"

46. No person shall act as proxy unless he is a Member of the Association, and the instrument appointing him and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority shall be deposited at the registered office of the Association not less than twenty-four hours before the time of holding the meeting or adjourned meeting at which he proposed to vote.

47. The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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.

### ACCOUNTS.

48. The Council shall cause proper books of account to be kept in accordance with the requirements of the Companies Act, 1948, with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods by the Association, and the assets and liabilities of the Association.

49. The books and accounts shall be kept at the registered office of the Association or at such other place or places in Great Britain as the Council think fit, and shall always be open to the inspection of the members of the Council.

50. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be made by the Association in General Meeting, the books and accounts of the Association shall be open to the inspection of the Members of the Association at all reasonable times during business hours.

51. At the Annual General Meeting in each year, the Council shall lay before the Association an income and expenditure account for the preceding year and a balance sheet of the Association made up to a date not more than six months before the meeting. Every such balance sheet shall be accompanied by the Auditors' report thereon and by a report of the Council as to the state and condition of the Association and by such other accounts or documents (if any) as may be required by the Companies Act, 1948.

52. A copy of such income and expenditure account and balance sheet and report together with a copy of the Auditors' report and such other accounts and documents (if any) as aforesaid shall not less than twenty-one clear days previously to the Annual General Meeting before which the same are to be laid be sent to each Member who is entitled to notice of the Meeting and to all other persons (if any) who are entitled under the Companies Act, 1948, to receive the same, in the manner in which notices are hereinafter directed to be served.

#### AUDITS.

53. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 159, 160, 161 and 162 of the Companies Act, 1948.

54. The balance sheet shall be signed on behalf of the Council by two members of the Council of the Association, and the Auditors' report shall be attached to the balance sheet or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

55. The accounts of the Association when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within the three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

#### NOTICES.

56. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at his registered place of address.

57. Each Member not having a registered place of address within the United Kingdom shall from time to time notify in writing to the Association an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause. If he shall not have named such an address he shall not be entitled to any notice.

58. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and posted. A certificate in writing signed by any Secretary or other officer of the Association that the envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

59. Every notice or application to the Council, or the Secretary, or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at the office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

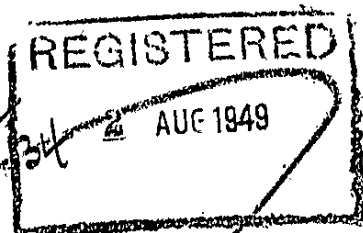
#### INDEMNITY.

60. Subject to the provisions of Section 205 of the Companies Act, 1948, the Association shall indemnify any member of the Council, officer or Auditor of the Association against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

#### WINDING UP.

61. The provisions of Clause 8 of the Memorandum of Association of the Association relating to the Winding Up and dissolution of the Association shall have effect as if the same were repeated in these Articles. In default of any determination by a Judge of the High Court of Justice as provided by that clause, any such remaining property as therein mentioned shall be given to some charitable object.

Company Number 34278



Reference: ~~CR~~ COS 2392/49

BOARD OF TRADE,

COMPANIES ACT, 1948

~~THE HIRE TRADERS PROTECTION ASSOCIATION~~ ~~Limited~~

Subject to the provisions of Sub-Section (1) of Section 18 of the Companies Act,

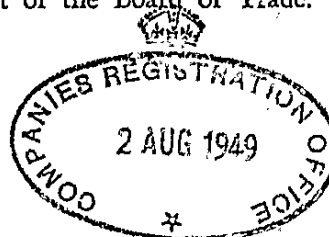
the Board of Trade hereby approve of the name of the above-named Company.

Has changed to THE HIRE PURCHASE TRADE ASSOCIATION

Signed on behalf of the Board of Trade

This 2<sup>nd</sup> day of August 1949.

*A. T. Ruby*  
Authorised in that behalf by the  
President of the Board of Trade.



A2710

DUPLICATE FOR THE FILE

No. 34278



# Certificate of Change of Name

I Hereby Certify that.....

THE HIRE TRADERS PROTECTION ASSOCIATION

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

THE HIRE PURCHASE TRADING ASSOCIATION

(The word "LIMITED" being omitted by Licence of the Board of Trade)

and I have entered such new name on the Register accordingly.

Given under my hand at London, this.....second.....day of August..... One thousand nine hundred and forty-nine.....

For Registrar of Companies.

Certificate received by.....

Date.....

# THE COMPANIES ACT, 1948



## Notice of Increase in Number of Members

Pursuant to section 7 (3)

Insert the  
Name  
of the  
Company

THE HIRE PURCHASE TRADE ASSOCIATION



NOTE.—This Notice must be forwarded to the Registrar of Companies within 15 days after the Increase was resolved on or took place. If default is made the Company and every officer of the Company who is in default are liable to a default fine.

Presented by

LEWIS LLOYD & CO.,

Bank Chambers,

329, High Holborn, London, W.C.1.

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 4 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



# NOTICE

of Increase in the Number of Members of THE HIRE

PURCHASE TRADE ASSOCIATION

TO THE REGISTRAR OF COMPANIES.

THE HIRE PURCHASE TRADE ASSOCIATION

\_\_\_\_\_ hereby gives you notice,

pursuant to section 7 (3) of the Companies Act, 1948, that by (a) an Ordinary

Association Resolution of the Company dated the 19th day of January 1956

Association the number of Members in the Company has been increased by the addition thereto of

Eighteen thousand Members

beyond the present registered number of two thousand

(Signature) \_\_\_\_\_

Secretary

Dated the Thirtieth day of

January 1956

(a) "Ordinary," "Extraordinary" or "Special".

NOTE.—This margin is reserved for binding and must not be written across.

# THE HIRE PURCHASE TRADE ASSOCIATION



NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Association will be held at the CAFE ROYAL, REGENT STREET, LONDON, W.1, on THURSDAY the 3RD day of MAY, 1956, at 12.20 o'clock in the afternoon or so soon thereafter as the Annual General Meeting, convened for 12 noon on that day, shall have terminated, for the purpose of considering and (if thought fit) passing the following resolution as a Special Resolution, namely:—

## SPECIAL RESOLUTION

That the Association's Articles of Association be amended in manner following, and that the Articles as so amended be and they are hereby adopted as the Association's Articles as from this date:—

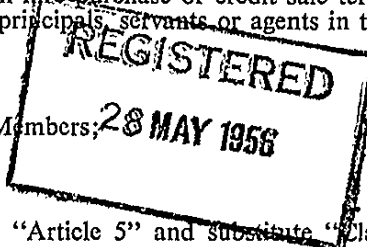
Article 1. Line three—for "2,000" substitute "20,000."

Article 4. Delete sub-paragraphs (a) and (b) and substitute the following:—

"(a) Any person acting in that person's own right or any person nominated to represent a firm or unincorporated Association and approved by the Council of the Association or any body corporate engaged or concerned, either as principal, servant or agent, in any business *inter alia* carrying on or related to hire purchase or credit trading or having amongst his or its objects or purposes the carrying out of any of the objects specified in the Memorandum of Association of this Association shall be eligible for election as a Member.

(b) Members of the Association may be:—

- (1) Ordinary Members (who shall be engaged or concerned, directly or indirectly, in the disposal of goods on hire purchase or credit sale terms, or who are engaged or concerned as principals, servants or agents in the manufacture or distribution thereof);
- (2) Finance House Members;
- (3) Associate Finance House Members;
- (4) Honorary Members."



Article 4. Sub-paragraph (c), seventh line—delete "Article 5" and substitute "Clause 5 of these Articles."

Article 4. Sub-paragraph (d), delete the first four lines and insert the word "A" before the word "body."

Article 5. Delete this Article and substitute:—

"Each application for membership shall be laid by the Secretary before the Council of the Association at its next meeting. The Council may elect the applicant as a Member of the Association forthwith or adjourn the application for further enquiry or consideration or for such time or/and for such steps to be taken as the Council may prescribe, or may by a majority of two-thirds of those members of the Council present and voting, refuse any application for membership without assigning any reason therefor."

Article 6. Delete this Article and substitute:—

"6. (a) Every applicant for membership of the Association shall apply in writing to the Secretary on a form to be supplied by the Association for that purpose, which form shall contain (*inter alia*) the following information:—

- (i) Particulars of the eligibility of the applicant for membership of the Association;
- (ii) The class of membership to which the applicant seeks appointment;
- (iii) Such particulars as the Council may from time to time prescribe for the purpose of deciding to which class of membership the applicant should be appointed.

*Henry, Henry & Co.*

28 MAY 1956

(b) Upon the election of a Member (other than an Honorary Member) the Council shall appoint the Member to such one of the three classes of membership defined in Clause 4 (b) (1) (2) and (3) of these Articles as they may in their absolute discretion deem appropriate, and may from time to time thereafter, for such reason as they may in their discretion consider to be good and sufficient, vary such appointment."

Article 7. Lines one, four and six--delete the word "Ordinary";  
Lines two and three--for "an Ordinary Member" substitute "a Member."

Article 8. Delete this Article and substitute:--

"8. Every Member of the Association shall pay such entrance fee (if any) and such annual subscription as shall be determined from time to time by the Council, and the Council may at their absolute discretion vary the amount of such entrance fees and subscriptions as between the different classes of Member, and such subscriptions shall be in respect of the period of one year to be calculated in each case from the first day of the month following the date of election, and shall be payable in advance.

Unless otherwise determined by the Council the annual subscription shall be £2 2s. 0d.

Article 9. Line one--for "any Ordinary" substitute "each";  
Line four--delete "Ordinary" and for the second "any" substitute "the";  
Last line--for "of" substitute "to."

Article 10. Convert this Article into "10 (A)" and add:--

"(B) Notwithstanding the provisions of sub-clause (A) of this Clause, any newly elected Member appointed to a class of membership other than that specified in that Member's application for membership may, within 28 days of receiving notification of the appointment, give notice in writing of withdrawal from membership, whereupon he shall cease to be a Member and any entrance fee or/and subscription already paid shall be returned in full."

Article 15. (a) (ii) Delete "hire purchase."

Article 16. (b) (ii) Line two--delete "or."

Article 16. (b) (iii) Delete this sub-paragraph.

Article 17. Delete sub-paragraph "(a)" and the signification "(b)."

Article 24. "(f)", line one--insert a comma after the second "time";  
Line three--delete "such";  
Line four--delete "(whether Ordinary or Honorary)".

Article 24. (i), delete this sub-paragraph and substitute:--

"(i) To set up, constitute and organise local branches and special sections of the Association, consisting of such members or classes of member of the Association in such manner as they may see fit, and to appoint or authorise the members of such branches or sections to appoint from amongst their members Committees to control such branches and sections; to define the powers and duties of such branches, sections and Committees and to make and impose bye-laws, rules and regulations for the administration, government and membership of such branches, sections and Committees, and to delegate any of their powers to such branches, sections and Committees as they may deem fit."

Article 45. Line six--delete "and duly stamped."

10th April, 1956.

3, BERNERS STREET,  
LONDON, W.1.

C. C. WORTERS,

*Secretary.*

I hereby certify that at an Extraordinary Meeting of members of the Association, duly convened, and held on the 3rd day of May 1956, the following resolution was proposed, seconded and unanimously passed as a Special Resolution, viz: - "That the Association's Articles of Association be amended in manner following, that is to say as is set forth in the Notice, dated 10th April 1956, convening this Meeting, and that the Articles as so amended be and they are hereby adopted as to the Association's Articles as from this date."

(Signed)

  
(C. C. WORTERS)

# THE HIRE PURCHASE TRADE ASSOCIATION



NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Association will be held at the CAFE ROYAL, REGENT STREET, LONDON, W.1, on Thursday the FIFTH day of MAY, 1960 at twelve fifteen o'clock in the afternoon or so soon thereafter as the Annual General Meeting, convened for twelve noon on that day, shall have terminated, for the purpose of considering and (if thought fit) passing the following resolution as a Special Resolution, namely:—

## **SPECIAL RESOLUTION**

That the Association's Memorandum and Articles of Association be amended in manner following, and that the Memorandum and Articles as so amended be and they are hereby adopted as the Association's Memorandum and Articles as from this date:—

### **I. As to the MEMORANDUM**

Paragraph 3. Delete this Paragraph and substitute:—

"3. The Objects for which the Association is established are:—

- (a) The protection and furtherance of the interests of persons trading on fair and equitable terms upon the Hire-Purchase and Credit Sale systems or either of them, and to ensure for hirers and buyers fair and equitable treatment.
- (b) If and so far as may be lawful having regard to the rules of law with respect to maintenance or champerty, by assisting Members in such legal proceedings as the Association may be advised and the General Committee may authorise.
- (c) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Paragraph 4. Line one—insert a comma after "Association."

Line five—delete the comma after "otherwise."

Paragraph 6. Line one—delete "pass" and substitute "shall pay."

### **II. As to the ARTICLES**

Article 16 (a) (i) Delete lines one to six inclusive and substitute:—

"The Honorary Officers of the Association who shall consist of a President (hereinafter referred to as "the President"), such number of Vice-Presidents as the Council may in its absolute discretion from time to time prescribe and the Honorary Treasurer of the Association, a Chairman of the Council and a Vice-Chairman of the Council, and who shall be members of the Association and shall be elected for one year"

Article 18 (a) Line eleven—insert a comma after "themselves."

Article 19 Line two—delete the comma after "place";

Line three—insert a comma after "filled";

Line four—delete "up,";

Line five—delete "up";

Article 20 Add the following sub-paragraph:—

(e) (Unless the Council shall otherwise determine) if without the leave of the Council given in writing he absents himself from six consecutive Meetings of the Council."

Article 21 Line two—insert a comma after "Association."

Article 24 (a) Line five—delete "can only" and substitute "cannot" and after "made" insert "otherwise than."

(i) Add the following sentence:—

"The Chairman of the Council and the Secretary shall be ex officio members of all Committees set up under this sub-paragraph and sub-paragraph (e) of this Article and the Chairman of the Council if present shall be entitled to take the Chair at any meeting of any such Committee."

RECEIVED  
24 JUN 1960

29 33

COMPANIES  
8 JUN 1960

20 MAY 1960  
COMPANIES  
RECEIVED

Article 39 Delete this Article and substitute:—

"39. Every meeting of the Association shall be presided over by the President or, in his absence, by whoever shall be present of the following Officers in the following descending order of seniority viz. a Vice-President (being the senior of such if more than one be present), the Chairman of the Council, the Vice-Chairman of the Council. Failing any such being present the Meeting shall elect a Chairman from the members of the Council then present, or, if none be present, from the Members of the Association."

11th April, 1960.  
3, Berners Street,  
London, W.1.

C. McNEIL GREIG, .  
Secretary.

I hereby certify that at an Extraordinary Meeting of members of the Association, duly convened, and held on the 5th day of May, 1960, the following resolution was proposed, seconded and unanimously passed as a Special Resolution, viz: -

"That the Association's Memorandum and Articles of Association be amended in manner following, that is  
"to say as is set forth in the Notice, dated 11th  
"April, 1960, convening this Meeting, and that the  
"Memorandum and Articles as so amended be and they  
"are hereby adopted as the Association's Memorandum  
"and Articles as from this date."

(Signed)



(C. McNEIL GREIG)

Secretary,

<sup>12</sup>  
12. May, 1960.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

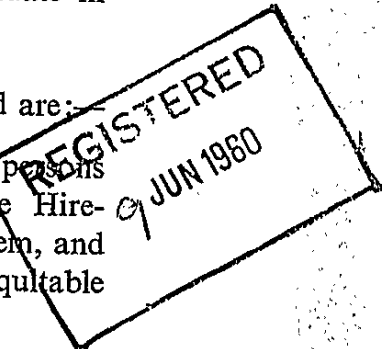
Memorandum of Association

— OF —

THE HIRE PURCHASE TRADE  
ASSOCIATION

(Licensed by the Board of Trade with Limited Liability  
June, 1891.)

1. The name of the Association is the "HIRE PURCHASE TRADE ASSOCIATION."
2. The registered office of the Association will be situate in England.
3. The Objects for which the Association is established are:
  - (a) The protection and furtherance of the interests of persons trading on fair and equitable terms upon the Hire-Purchase and Credit Sale systems or either of them, and to ensure for hirers and buyers fair and equitable treatment.
  - (b) If and so far as may be lawful having regard to the rules of law with respect to maintenance or champerty, by assisting Members in such legal proceedings as the Association may be advised and the General Committee may authorise.
  - (c) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.



4. The income and property of the Association, wheresoever 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. And the Association shall not impose on its Members, or support with its funds, any regulation which, or the enforcing of which, if an object of the Association, would make it a Trade Union. nor shall the Association support or amalgamate with any Trade Union.

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

5. The 4th paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Acts, 1867.

6. If any Member of the Association shall pay or receive any dividend, bonus, or other profit in contravention of the terms of the 4th paragraph of this Memorandum, or commit any breach of the conditions in such 4th paragraph, his liability shall be unlimited. If the Association shall publish or authorise the publishing of a libel involving it in liability for damages, each officer and Member of the Association who shall concur in or authorise the publication shall be liable for it to the person or persons libelled, and the liability in this respect shall be joint and several and unlimited. And if any Member shall give false information to the Association or to any Member or officer thereof affecting the credit of any person maliciously or without any knowledge, information, or other grounds on which he might reasonably believe it to be true, such Member shall be liable to indemnify the Association and its officers against all liability resulting from any such act or statement founded on such false information, and the liability of such Member shall be unlimited.

7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs charges and expenses of winding up the same,

and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1, 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 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 institution or institutions having objects similar to the object of the Association, to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members.

Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors who shall not be Members of the Association.



WE, the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

JAMES ALFRED JACKSON,  
1, Heathcote Street, Mecklenburgh Square, W.C.,  
District Manager for Bradbury & Co., Ltd.

JOSEPH POWELL,  
Mark House, Walthamstow,  
Manager for Wheeler & Wilson Mfg. Co.

WILLIAM JAMES HARRIS,  
219, Old Kent Road, S.E.,  
Managing Director to W. J. Harris & Co., Ltd.

CHARLES TODD,  
10, Elm Park Terrace, Fulham Road, S.W.,  
Machine Dealer.

MICHAEL SIEGENBERG,  
The Elms, Mare Street, Hackney,  
House Furnisher.

GEORGE SAWYER,  
17, Lesbia Road, Lower Clapton,  
Manager of White Sewing Machine Co., of  
48, Holborn Viaduct, London.

EBENEZER COLLIER,  
136, Clapham Road, S.W.,  
Domestic Machinery Dealer.

---

DATED this 17th day of June, 1891.

WITNESS to the above signatures:—

H. E. TUDOR (Solicitor),  
St. Paul's Buildings,  
Paternoster Row,  
London.

At an Extraordinary General Meeting of the above company held at the Cafe Royal, Regent Street, London, W.1. on Thursday 6th May, 1976 the two resolutions shown below were passed as Special Resolutions:-

1. That the provisions of the Memorandum of Association of the Hire Purchase Trade Association be altered as follows:-

(1) By deleting Sub-Clauses (a) and (b) of Clause 3 and substituting the following:-

"(a) To protect and further the interests of traders, finance houses and others who:-

(i) provide any form of consumer or commercial credit, finance or hire or rental facility, whether for the acquisition of land, goods or services or otherwise and whether under agreements or arrangements for hire purchase, instalment sale, check trading, loan, overdraft, credit card or other revolving purchase money or non-purchase money credit, leasing, rental, contract hire, the giving of guarantees or indemnities, the provision of acceptance credits or any other form of financial accommodation or purchase or rental facility;

(ii) purchase or provide credit on the security of the rights of the creditor, owner or seller under any such agreement or arrangement as aforesaid, whether under discounting, factoring, loan or other agreements or arrangements;

(iii) carry on the business of credit-brokerage, debt-adjusting, debt-counselling, debt-collecting, the operation of a credit reference agency or any other type of ancillary credit business, whether in relation to consumer or to commercial transactions and whether the debtor, hirer or buyer be an individual or a company.

(b) In furtherance of the above objects, to advise members of the Association on any aspect of law or practice relating to any of the above types of business or activity, to provide such assistance as members may reasonably require and (without prejudice to the generality of the foregoing) to support (whether financially or otherwise) any legal proceedings or arbitration or any appeal from the decision of any court or arbitrator, so far as is lawful to do so.

- (c) To encourage and promote fair and equitable dealing on the part of such traders, finance houses and others, and in particular, fair and equitable treatment of debtors, hirers and borrowers.
- (d) To represent members in consultations and discussions with governments and other organisations and agencies in the United Kingdom and elsewhere, including any organs of the European Communities and the Council of Europe.
- (e) To participate in the activities of local, national and international organisations concerned with the operations of credit and leasing industries, or with any other forms of business or activity hereinbefore described, whether in the United Kingdom or elsewhere.
- (f) To print, publish and distribute (whether gratuitously or by way of sale) any newspapers, periodicals, books, leaflets, contract documents or other forms of materials that the Council of the Association may think desirable for the promotion of its objects.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any purpose of the Association.
- (h) To construct, maintain and alter any buildings necessary or convenient for the purposes of the Association.
- (i) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (j) To borrow and raise money (with or without security) in such manner as the Council of the Association may think fit and to take such steps, by personal or written appeals or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of subscriptions, donations or otherwise.
- (k) To invest monies 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.
- (l) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.

(m) To subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Association, or otherwise assist such servants, their widows and children.

(n) To establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of this Association.

(o) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association.

(p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more companies, institutions, societies or associations with which this Association is authorised to amalgamate.

(q) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate. "

(2) By relettering Sub-Clause (c) of Clause 3 as (r).

(3) By deleting Clause 4 and substituting the following: -

"4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the 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 and no member of its Council or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its Council or Governing Body for any services rendered to the Association;

(b) of interest on money lent by any member of the Association or of its Council or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Council or Governing Body of out-of-pocket expenses."

(4) By deleting Clause 5

(5) By renumbering Clause 6 as Clause 5 and amending it as follows:-

(i) by substituting "Clause 4" for "the fourth paragraph" in the third line of the Clause and by substituting "Clause" for "fourth paragraph" in the fourth line of the Clause;

(ii) by deleting the words "his liability shall be unlimited" in the fourth line and substituting "he shall forthwith repay the same to the Association".

(6) By renumbering Clause 7 as Clause 6.

(7) By deleting Clause 8 and substituting the following as Clause 7 in its place:-

"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 institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property 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 in so far as effect cannot be given to such provision, then to some other charitable objects."

(8) By deleting Clause 9.

That the Articles of Association be altered as follows:-

(1) By deleting Article 4 (b) and substituting the following:-

"(h) Members of the Association may be:-

(2) Finance House Members (who shall be engaged or concerned, directly or indirectly, in any of the activities described in Clause 3(a) of the Memorandum of Association, not being manufacturers or traders qualifying for membership as Ordinary Members);

(3) Honorary Members."

(2) By inserting in Article 8, after the words "different classes of Member" the words "and as between different Members (whether according to turnover or otherwise as the Council may decide)".

(3) By deleting Article 53 and substituting the following:-

"53. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 159, 160 and 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967".

T. J. Patrick  
Secretary



## DEPARTMENT OF TRADE

### VARIATION OF LICENCE GRANTED BY THE SECRETARY OF STATE

#### THE HIRE PURCHASE TRADE ASSOCIATION

The Secretary of State in exercise of his powers under subsection (6) of Section 19 of the Companies Act, 1948, hereby varies the conditions of the licence granted by the Secretary of State under Section 23 of the Companies Act, 1867 on the twenty-fourth day of June 1891 by the substitution of the following conditions:-

1. No addition, alteration or amendment shall be made to or in the objects of the company as set forth in Clause 3 of its Memorandum of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State.
2. No addition, alteration or amendment shall be made to or in Clauses 4 and 7 of the Memorandum of Association, unless the same shall have been previously submitted to and approved by the Secretary of State.

Dated this 17th day of June 1976

Authorised by the Secretary of State

5/10/76 22/5/76  
THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

# THE HIRE PURCHASE TRADE ASSOCIATION

(AMENDED)

## Memorandum

— AND —

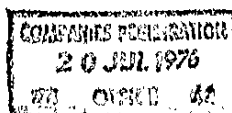
## Articles of Association

Incorporated the 25th day of June, 1891.

*Amendments made by Special Resolution passed 6<sup>th</sup>  
May 1976 have been embodied.*

*T. J. Tait*  
*Secretary*

LEWIS LLOYD & Co.,  
329, High Holborn, W.C.1.





No. 34278.

CERTIFICATE OF INCORPORATION

---

I hereby certify that the HIRE TRADERS' PROTECTION ASSOCIATION the word "Limited" being omitted by licence of the Board of Trade is this date Incorporated under the Companies Act 1862 to 1890 and that the Company is limited.

Given under my hand at London this twenty-fifth day of June  
One thousand eight hundred and ninety-one.

THOS. V. BOCKENHAM,

*Assistant Registrar of Joint Stock Companies.*

No. 34278.

## Certificate of Change of Name

---

I hereby certify that THE HIRE TRADERS' PROTECTION ASSOCIATION having, with the sanction of a SPECIAL RESOLUTION of the said Company and with the approval of the Board of Trade, changed its name, is now called THE HIRE PURCHASE TRADE ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) and I have entered such new name on the Register accordingly.

Given under my hand at London, this second day of August  
One thousand nine hundred and forty-nine.

W. A. STUART,

*For Registrar of Companies.*

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

OF

THE HIRE PURCHASE TRADE

ASSOCIATION

(Licensed by the Board of Trade with Limited Liability  
June, 1891.)

---

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1. The name of the Association is the "HIRE PURCHASE TRADE ASSOCIATION."
2. The registered office of the Association will be situate in England.
3. The Objects for which the Association is established are:-
  - (a) To protect and further the interests of traders, finance houses and others who:-
    - (i) provide any form of consumer or commercial credit, finance or hire or rental facility, whether for the acquisition of land, goods or services or otherwise and whether under agreements or arrangements for hire-purchase, instalment sale, check trading, loan, overdraft, credit card or other revolving purchase money or non-purchase money credit, leasing, rental, contract hire, the giving of guarantees or indemnities, the provision of acceptance credits or any other form of financial accomodation or purchase or rental facility.
    - (ii) purchase or provide credit on the security of the rights of the creditor, owner or seller under any such agreement or arrangement as aforesaid, whether under discounting, factoring, loan or other agreements or arrangements;
    - (iii) carry on the business of credit-brokerage, debt-adjusting, debt-counselling, debt-collecting, the operation of a credit reference agency or any other type of ancillary credit business, whether in relation to consumer or to commercial transactions and whether the debtor, hirer or buyer be an individual or a company.

- (b) In furtherance of the above objects, to advise members of the Association on any aspect of law or practice relating to any of the above types of business or activity, to provide such assistance as Members may reasonably require and (without prejudice to the generality of the foregoing) to support (whether financially or otherwise) and legal proceedings or arbitration or any appeal from the decision of any court or arbitrator, so far as is lawful to do so.
- (c) To encourage and promote fair and equitable dealing on the part of such traders, finance houses and others, and in particular, fair and equitable treatment of debtors, hirers and borrowers.
- (d) To represent members in consultations and discussions with governments and other organisations and agencies in the United Kingdom and elsewhere, including any organs of the European Communities and Council of Europe.
- (e) To participate in the activities of local, national and international organisations concerned with the operations of credit and leasing industries, or with any forms of business or activity hereinbefore described, whether in the United Kingdom or elsewhere.
- (f) To print, publish and distribute (whether gratuitously or by way of sale) any newspapers, periodicals, books, leaflets, contract documents or other forms of materials that the Council of the Association may think desirable for the promotion of its objects.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any purpose of the Association.
- (h) To construct, maintain and alter any buildings necessary or convenient for the purposes of the Association.
- (i) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (j) To borrow and raise money (with or without security) in such a manner as the Council of the Association may think fit and to take such steps, by personal or written appeals or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of subscriptions, donations or otherwise.
- (k) To invest 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.
- (l) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- (m) To subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Association, or otherwise assist such servants, their widows and children.

(n) To establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of this Association.

(o) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association.

(p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more companies, institutions, societies or associations with which this Association is authorised to amalgamate.

(q) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate.

(r) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the 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 and no member of its Council or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its Council or Governing Body for any services rendered to the Association;

(b) of interest on money lent by any member of the Association or of its Council or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent whichever is greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Council or Governing Body of out-of-pocket expenses.

5. If any Member of the Association shall pay or receive any dividend, bonus, or other profit in contravention of the terms of Clause 4 of this Memorandum, or commit any breach of the conditions in such Clause, he shall forthwith repay the same to the Association. If the Association shall publish or authorise the publishing of a libel involving it in liability for damages, each officer and Member of the Association who shall concur in or authorise the publication shall be liable for it to the person or persons libelled, and the liability in this respect shall be joint and several and unlimited.

And if any Member shall give false information to the Association or to any Member or officer thereof affecting the credit of any person maliciously or without any knowledge, information, or other grounds on which he might reasonably believe it to be true, such Member shall be liable to indemnify the Association and its officers against all liability resulting from any such act or statement founded on such false information, and the liability of such Member shall be unlimited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1, or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

7. If upon the winding-up or dissolution of the 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 institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property 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 in so far as effect cannot be given to such provision, then to some other charitable objects.

T. J. Patrick.

Secretary

9 June 1976.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

JAMES ALFRED JACKSON,  
1, Heathcote Street, Mecklenburgh Square, W.C.,  
District Manager for Bradbury & Co., Ltd.

JOSEPH POWELL,  
Mark House, Walthamstow,  
Manager for Wheeler & Wilson Mfg. Co.

WILLIAM JAMES HARRIS,  
219, Old Kent Road, S.E.,  
Managing Director to W. J. Harris & Co., Ltd.

CHARLES TODD,  
10, Elm Park Terrace, Fulham Road, S.W.,  
Machine Dealer.

MICHAEL SIEGENBERG,  
The Elms, Mare Street, Hackney,  
House Furnisher.

GEORGE SAWYER,  
17, Lesbia Road, Lower Clapton,  
Manager of White Sewing Machine Co., of  
48, Holborn Viaduct, London.

EBENEZER COLLIER,  
136, Clapham Road, S.W.,  
Domestic Machinery Dealer.

---

DATED this 17th day of June, 1891.

WITNESS to the above signatures:—

H. E. TUDOR (Solicitor),  
St. Paul's Buildings,  
Paternoster Row,  
London.

THE COMPANIES ACT, 1948

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

Articles of Association

— OF —

THE HIRE PURCHASE TRADE  
ASSOCIATION

Adopted by Special Resolution passed on the 5th May, <sup>1960.</sup>~~1949.~~

---

1. For the purposes of registration the number of the Members of the Association was declared not to exceed 500, but the Council has registered an increase to 20,000 and may from time to time register a further increase of Members.

2. These Articles shall be construed with reference to the provisions of the Companies Act, 1948, and terms used in these Articles shall have the same respective meanings as they have when used in that Act.

3. The Association was established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

4. (a) Any person acting in that person's own right or any person nominated to represent a firm or unincorporated Association and approved by the Council of the Association or any body corporate engaged or concerned, either as principal, servant or agent, in any business *inter alia* carrying on or related to hire purchase or credit



trading or having amongst his or its objects or purposes the carrying out of any of the objects specified in the Memorandum of Association of this Association shall be eligible for election as a Member.

(b) Members of the Association may be:-

- (1) Ordinary Members (who shall be manufacturers or traders engaged or concerned, directly or indirectly, in any of the activities described in Clause 3(a)(i) of the Memorandum of Association);
- (2) Finance House Members (who shall be engaged or concerned, directly or indirectly, in any of the activities described in Clause 3(a) of the Memorandum of Association, not being manufacturers or traders qualifying for membership as Ordinary Members);
- (3) Honorary Members.

*T. S. Tahir*  
Secretary  
9 June 1976

(c) The Council of the Association may appoint to (and from time to time remove from) the Honorary Membership of the Association such distinguished and other person who may be interested in achieving the objects specified in the Memorandum of Association of this Association as the Council may deem eligible and such persons shall not be required to comply with Clause 5 of these Articles or pay any subscription or entrance fee, but shall not be entitled to vote at any General Meeting of the Association.

(d) A body corporate (being a member of the Association) may from time to time appoint one of its Directors or its Secretary or an Executive Manager, as its representative to attend meetings of the Association, and to vote thereat when such Member would be entitled to vote if a person. The person so appointed shall so long as his appointment shall continue be eligible for election to membership of the Council.

5. Each application for membership shall be laid by the Secretary before the Council of the Association at its next meeting. The Council may elect the applicant as a Member of the Association forthwith or adjourn the application for further enquiry or consideration or for such time or/and for such steps to be taken as the Council may prescribe, or may, by a majority of two-thirds of those members of the Council present and voting, refuse any application for membership without assigning any reason therefor.

6. (a) Every applicant for membership of the Association shall apply in writing to the Secretary on a form to be supplied by the Association for that purpose, which form shall contain (*inter alia*) the following information:—

- (i) Particulars of the eligibility of the applicant for membership of the Association;
- (ii) The class of membership to which the applicant seeks appointment;
- (iii) Such particulars as the Council may from time to time prescribe for the purpose of deciding to which class of membership the applicant should be appointed.

(b) Upon the election of a Member (other than an Honorary Member) the Council shall appoint the Member to such one of the three classes of membership defined in Clause 4 (b) (1) (2) and (3) of these Articles as they may in their absolute discretion deem appropriate, and may from time to time thereafter, for such reason as they may in their discretion consider to be good and sufficient, vary such appointment.

7. Every applicant when elected to membership of the Association, shall, for all purposes, be deemed a Member of the Association from the date of the application for membership, and the entry of such Member's name in the minutes of the proceedings of the Council as a duly elected Member of the Association, shall be taken as conclusive evidence of the election.

8. Every Member of the Association shall pay such entrance fee (if any) and such annual subscription as shall be determined from time to time by the Council, and the Council may at their absolute discretion vary the amount of such entrance fees and subscriptions as between the different classes of Member and as between different Members (whether according to turnover or otherwise as the Council may decide) and such subscriptions shall be in respect of the period of one year to be calculated in each case from the first day of the month following the date of election, and shall be payable in advance.

Unless otherwise determined by the Council the annual subscription shall be £2 2s. 0d.

9. The rights of each Member shall be personal and not transferable, and failure to pay the annual subscription within three months of its becoming due may, if the Council so decide,

T. S. Patrick  
Secretary.  
9 June 1976.

disqualify any Member from the right to vote at any meeting of the Association or participate in any benefit of the Association. The Council may by a majority of two-thirds of those Members of the Council present and voting, declare that any such Member shall cease to be a Member, but such Member shall, nevertheless, remain liable to pay to the Association the full amount of any annual subscription previously due, which shall be deemed to be a debt due from such Member to the Association.

10. (A) Any Member may withdraw from the Association by giving one month's notice in writing to the Secretary at any time and paying with such notice any unpaid subscription that may be due by such Member, and thereupon he shall cease to be a Member, but upon such retirement or withdrawal no Member shall be entitled to any repayment of any subscription or any part thereof, whether paid in advance or not.

(B) Notwithstanding the provisions of sub-clause (A) of this Clause, any newly elected Member appointed to a class of membership other than that specified in that Member's application for membership may, within 28 days of receiving notification of the appointment, give notice in writing of withdrawal from membership, whereupon he shall cease to be a Member and any entrance fee or/and subscription already paid shall be returned in full.

#### RIGHTS AND DUTIES OF MEMBERS.

11. If and when authorised by the Council, Certificates of Membership, Badges, Plaques, or other insignia of membership of the Association in such form and at such charges as may be prescribed from time to time by the Council may be supplied to any Member of the Association who may apply for the same, as the Council in its absolute discretion determine. Such Certificates, Badges, Plaques or insignia will be issued by the Council to such members on such terms as the Council consider desirable, and shall remain the sole property of the Association and shall be returned to the Secretary forthwith, if at any time for any reason the membership of such member shall determine, and shall also be returned if the Council pass a Resolution instructing the Secretary to recover such Certificates, Badges, Plaques and insignia. A copy of any such Resolution signed by the Chairman of the Meeting at which such Resolution was passed shall be conclusive evidence of the due passing thereof.

12. Subject to the due performance and observance of the Memorandum and Articles of Association of the Association and any rules or regulations lawfully made thereunder, all Members of the Association shall be entitled to enjoy all privileges and benefits which membership of the Association shall lawfully confer upon any Member thereof.

13. Every Member of the Association shall be bound:—

- (a) To further to the best of his ability the objects, interest and influence of the Association, and to observe all the bye-laws, rules and regulations of the Association for the time being lawfully in force.
- (b) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member if such act or default shall be a breach of any provision of these Articles or of any bye-law, rule or regulation of the Association lawfully made.

14. All information communicated by or to the Association to or by Members of the Association, or by or to Members of the Association to or by other Members of the Association as such members, shall be considered and treated as strictly private and confidential. All such information shall be deemed to be supplied upon the basis that the Association enters into no contract in relation thereto and that neither the Association nor the Council of the Association nor any member thereof, nor any officer of the Association shall in any case, or under any circumstances, be held responsible in any way with reference to or in connection with the obtaining or failure to obtain, the transmission or non-transmission, or the correctness of, any such information or with reference to or in connection with any negligence or alleged negligence in respect of any such matters or things.

15. (a) If any person shall complain to the Association in writing—

- (i) Of the conduct of, or of inequitable treatment of any person by, any Member of the Association in connection with or relation to any transaction, or

- (ii) Of any matter, whether general or particular, in respect of the carrying on of any business or transaction by any Member of the Association;

the Member of the Association against whom such complaint shall have been made may be expelled from the Association by resolution of at least two-thirds of the members of the Council present and voting at a Special Council Meeting at which not less than eleven members shall be present. Such Member shall have seven clear days' notice sent to him of such Special Council Meeting, and he shall be entitled to attend such Special Council Meeting for the purpose of answering the complaint, but shall not be present at the voting or take any further part in the proceedings otherwise than as the Council may allow. The Council shall not be bound to assign any reason whatsoever for such expulsion.

(b) Upon such expulsion the Member so expelled shall forthwith cease to be a Member of the Association or to have any right to vote or participate in the benefits or funds of the Association, and shall not be entitled to the return of any moneys paid by him to the Association by way of subscription or otherwise.

#### COUNCIL OF THE ASSOCIATION.

16. (a) The Council of the Association shall consist of Members of the Association whose services shall be purely honorary and shall be constituted as follows:—

- (i) The Honorary Officers of the Association who shall consist of a President (hereinafter referred to as "the President"), such number of Vice-Presidents as the Council may in its absolute discretion from time to time prescribe and the Honorary Treasurer of the Association, a Chairman of the Council and a Vice-Chairman of the Council, and who shall be members of the Association and shall be elected for one year and during their tenure of office shall be ex officio members of the Council. The Honorary Officers shall retire from office at the close of the Annual General Meeting of the Association in every year, but shall be eligible for re-election either as such Honorary Officers or as Elected Members of the Council; and

(ii) Eighteen Members of the Association (hereafter called the Elected Members of the Council).

(b) No person shall be eligible for election as Chairman or Vice-Chairman of the Council or as Honorary Treasurer of the Association or as an Elected Member unless he shall be either:—

(i) a member of the Association, or

(ii) the representative, duly appointed pursuant to paragraph (d) of Article 4, of a body corporate which is a Member of the Association.

17. At the first Meeting of the Council held after the passing of the Resolution adopting this Article and at the first Meeting of the Council to be held after the Annual General Meeting in the year 1949 and in each subsequent year, or so soon thereafter in each and every case as practicable, the Council may appoint the Members of the Consultative Committee to hold office (subject to the provisions of these Articles) until the first Meeting of the Council next following the next succeeding Annual General Meeting of the Association.

18. (a) At the Annual General Meeting of the Association to be held in the year 1949 and at the Annual General Meeting in each subsequent year the President, Vice-Presidents, Chairman Vice-Chairman, Honorary Treasurer, and one-third of the Elected Members shall retire. The one-third of the Elected Members to retire in the year 1949 shall, unless the Elected Members agree among themselves, be determined by lot in every subsequent year the one-third who have been longest continuously in office shall retire. If two or more Elected Members have been in office continuously for an equal length of time the Elected Member to retire shall, in default of agreement between themselves, be determined by lot. If at any such Meeting the number of Elected Members is not a multiple of three, the number nearest to but not exceeding one-third shall retire.

(b) At the Annual General Meeting in the year 1949 and at the Annual General Meeting in each subsequent year the offices of the President, Vice-Presidents, and Honorary Treasurer of the Association and of the Chairman and Vice-Chairman of the Council, and of the retiring Elected Members shall be filled up in accordance with these Articles of Association by the election of a

duly qualified person thereto or in default of such election as otherwise prescribed. Retiring Elected Members of the Council shall be eligible for re-election.

19. If at any meeting at which an election of honorary officers or elected members of the Council ought to take place the places of the retiring honorary officers or elected members are not filled, the retiring honorary officers and elected members, or such of them as have not had their places filled, shall be deemed to have been re-elected. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members thereof.

20. The office of a member of the Council shall, *ipso facto*, be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he ceases to be a Member or duly appointed representative of a Corporate Member of the Association.
- (d) If by notice in writing to the Seretary of the Association he resigns his office.
- (e) (Unless the Council shall otherwise determine) if without the leave of the Council given in writing he absents himself from six consecutive Meetings of the Council.

21. The Council shall be entitled to appoint a Member of the Association, or duly appointed representative of a Corporate Member, as an honorary officer or as a member of the Council to fill a casual vacancy howsoever caused, but the person so appointed shall be subject to retirement at the same time as if he had been appointed an honorary officer, or had become a member of the Council on the day on which the honorary officer or member of the Council, in whose place he is appointed, was last elected an honorary officer or a member of the Council.

22. In addition and without prejudice to any power of removal conferred by Section 184 of the Companies Act, 1948, the Association may by a resolution passed by a majority of not less

than two-thirds of the Members present at an Extraordinary General Meeting and entitled to vote (due notice of the object of which shall have been given) remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution in General Meeting appoint another Member in his stead. The Member so appointed shall hold office during such time only as the removed member of the Council would have held office if he had not been removed.

### MANAGEMENT OF THE ASSOCIATION.

23. The management and organization of the Association and its affairs and funds shall be in the control of the Council of the Association who may exercise all such powers and do all such acts and things as may be exercised or done by the Association or are not hereby or by any Act of Parliament expressly directed or required to be exercised or done by the Association in General Meeting, but subject always to the provisions of any Acts of Parliament for the time being in force and of these presents.

24. Without prejudice to the generality of the powers conferred by the last preceding clause and otherwise by these Articles it is hereby expressly declared that the Council shall have the following powers, that is to say:—

- (a) To make, impose, vary and repeal bye-laws, rules and regulations for the administration of the Association and for carrying its objects into effect as shall not amount to an alteration or addition to these Articles of Association which cannot legally be made otherwise than by a Special Resolution of the Association.
- (b) If it shall see fit to make such regulations as shall enable the annual election and re-election of honorary officers and elected members of the Council to be carried out, and/or for obtaining the vote of the Members of the Association upon any matter relating to or in connection with the affairs of the Association and not by statute required to be determined by a Resolution passed at a General Meeting, or by postal ballot in such manner as may from time to time be determined by the Council.



- (c) To enter into all such negotiations, contracts and arrangements, and rescind and vary all such contracts, and execute and do all such deeds, acts and things in the name and on behalf of the Association as they may consider expedient for or in relation to the lawful carrying out of any of the objects or purposes of the Association.
- (d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or Members or otherwise concerning the affairs of the Association so far as may be lawful having regard to the rules of law with respect to maintenance or champerty.
- (e) To delegate any of their powers to committees consisting of two or more members of the Council and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit.
- (f) To appoint from time to time, and to vary such appointments subject to such rules and regulations as the Council may from time to time prescribe, members of the Association to form with the Council or any Committee of Council a Consultative Committee to advise and assist the Council and the Association in directing the general policy of the Association towards achieving the objects specified in the Memorandum of Association and in co-ordinating the business and activities of the Association with the business and activities of other Associations, Societies and Organisations having *inter alia* similar objects. Provided always that the Consultative Committee shall not be empowered to commit the Association to any expenses or financial liability without the previous consent of the Council.
- (g) Subject to the provisions of Section 14 of the Companies Act, 1948, to take offices or acquire premises for the use of the Association and to appoint and at their discretion to remove or suspend such secretaries, managers, clerks, agents and servants upon such terms as they may think fit.

- (h) To appoint and dismiss such solicitors as they may from time to time determine and to engage professional or other assistance in connection with the affairs of the Association and to pay such fees or remuneration for the same as they may think fit.
- (i) To set up, constitute and organise local branches and special sections of the Association, consisting of such members or classes of member of the Association in such manner as they may see fit, and to appoint or authorise the members of such branches or sections to appoint from amongst their members Committees to control such branches and sections; to define the powers and duties of such branches, sections and Committees and to make and impose bye-laws, rules and regulations for the administration, government and membership of such branches, sections and Committees, and to delegate any of their powers to such branches, sections and Committees as they may deem fit. The Chairman of the Council and the Secretary shall be ex officio members of all Committees set up under this sub-paragraph and sub-paragraph (e) of this Article and the Chairman of the Council if present shall be entitled to take the Chair at any meeting of any such Committee.
- (j) To pay all expenses incurred in carrying out the objects of the Association and the management of its affairs.
- (k) To do all other lawful things as are incidental or conducive to the attainment of the objects of the Association and are not prohibited by the Memorandum of Association.

#### PROCEEDINGS OF THE COUNCIL.

25. The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, four members of the Council shall be a quorum.

26. Every meeting of the Council shall be presided over by the Chairman of the Council, or in his absence by the Vice-Chairman, but if neither the Chairman nor the Vice-Chairman should

be present at the commencement of any meeting of the Council, the members of the Council shall select some other member of the Council to be Chairman for that meeting.

27. The Council may at any time, and the Secretary upon the request of two members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of two members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting.

28. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present and voting at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council.

29. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles vested in or exercisable by the Council generally.

30. A resolution passed without a meeting of the Council by writing under the hands of all the members of the Council shall be of equal force with a resolution duly passed at a meeting of the Council duly called and held.

31. The meetings and proceedings of any committee appointed by the Council under Article 24 (e) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto and are not superseded by any regulations made by the Council under Article 24 (e) or otherwise.

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

## MINUTES.

33. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers;
- (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 orders made by the Council and committees of the Council;
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and committees.

And any such minutes of any meeting of the Council or of the committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be *prima facie* evidence of the matters stated in such minutes.

## SEAL.

34. The Council shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Council previously given, and in the presence of two members of the Council at the least, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council for that purpose.

## GENERAL MEETINGS.

35. A General Meeting of the Association shall be held as an Annual General Meeting once in every year in addition to any other Meeting in that year and at such time not being more than fifteen months after the holding of the preceding Annual General Meeting, and at such place as may be prescribed by the Association in General Meeting, and if no time or place is so prescribed then at such time within the period aforesaid and place as may be determined by the Council. The above mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings. Every notice of an Annual General Meeting shall specify the Meeting as such.

36. The Council 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 prescribed by Section 132 of the Companies Act, 1948. 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 Association 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.

37. Twenty-one clear days' notice at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen clear days' notice at the least of every other General Meeting, specifying the place, the day and hour of meeting, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to the Auditors and to all the Members other than Members who are not entitled to receive notices, but 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 the same, shall not invalidate the proceedings at any meeting.

#### PROCEEDINGS AT ANNUAL GENERAL MEETINGS.

38. The business of an Annual General Meeting shall be:—

- (a) To receive and consider the income and expenditure account and balance sheet and group accounts (if any) and the reports of the Council and the Auditors.
- (b) To elect members of the Council and other officers in the place of those retiring by rotation.
- (c) To appoint Auditors and fix their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall

be deemed special. If any Member has any proposal or any matter which he wishes to make or bring before an Annual General Meeting he shall give 14 days' written notice thereof to the Secretary, but this provision shall be without prejudice to the provisions of Section 140 of the Companies Act, 1948.

39. Every meeting of the Association shall be presided over by the President or, in his absence, by whoever shall be present of the following Officers in the following descending order of seniority viz. a Vice-President (being the senior of such if more than one be present), the Chairman of the Council, the Vice-Chairman of the Council. Failing any such being present the Meeting shall elect a Chairman from the members of the Council then present, or, if none be present, from the Members of the Association.

40. The quorum of a General Meeting shall be seven Members of the Association personally present and entitled to vote, and no business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

41. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

42. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Member. Every Member shall have one vote and no more, both on a show of hands and on a poll. A corporation may act and vote by its duly authorised representative as provided by Section 139 of the Companies Act, 1948.

43. At any General Meeting, unless a poll is demanded by the Chairman of the Meeting, or by three Members present in person or by proxy and entitled to vote, or by a Member or Members

representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings 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 the resolution.

44. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time not less than seven days or more than twenty-one days after demand and at such place as the Chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

45. On a poll, votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or of his attorney, or if such appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Any instrument appointing a proxy shall be in writing and shall be as nearly as may be in the following form:—

"THE HIRE PURCHASE TRADE ASSOCIATION.

"I, \_\_\_\_\_, of \_\_\_\_\_,  
 "being a Member of the above Association, hereby  
 "appoint \_\_\_\_\_, of \_\_\_\_\_,  
 "whom failing \_\_\_\_\_, of \_\_\_\_\_,  
 "as my proxy to vote for me and on my behalf at the  
 "Annual or Extraordinary or Adjourned General Meet-  
 "ing of the Association to be held on the  
 "day of \_\_\_\_\_, 19\_\_\_\_, and at any adjourn-  
 "ment thereof.  
 "Signed by the said  
 "this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in the  
 "presence of:— \_\_\_\_\_"

46. No person shall act as proxy unless he is a Member of the Association, and the instrument appointing him and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority shall be deposited at the registered office of the Association not less than twenty-four hours before the time of holding the meeting or adjourned meeting at which he proposed to vote.

47. The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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.

#### ACCOUNTS.

48. The Council shall cause proper books of account to be kept in accordance with the requirements of the Companies Act, 1948, with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods by the Association, and the assets and liabilities of the Association.

49. The books and accounts shall be kept at the registered office of the Association or at such other place or places in Great Britain as the Council think fit, and shall always be open to the inspection of the members of the Council.

50. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be made by the Association in General Meeting, the books and accounts of the Association shall be open to the inspection of the Members of the Association at all reasonable times during business hours.

51. At the Annual General Meeting in each year, the Council shall lay before the Association an income and expenditure account for the preceding year and a balance sheet of the Association made up to a date not more than six months before the meeting. Every such balance sheet shall be accompanied by the Auditors' report thereon and by a report of the Council as to the state and condition of the Association and by such other accounts or documents (if any) as may be required by the Companies Act, 1948.

52. A copy of such income and expenditure account and balance sheet and report together with a copy of the Auditors' report and such other accounts and documents (if any) as aforesaid shall not less than twenty-one clear days previously to the Annual General Meeting before which the same are to be laid be sent to each Member who is entitled to notice of the Meeting and



to all other persons (if any) who are entitled under the Companies Act, 1948, to receive the same, in the manner in which notices are hereinafter directed to be served.

### AUDITS.

53. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 159, 160 and 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

*T. J. Patrick*  
Secretary  
9 June 1967

54. The balance sheet shall be signed on behalf of the Council by two members of the Council of the Association, and the Auditors' report shall be attached to the balance sheet or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

55. The accounts of the Association when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within the three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

### NOTICES.

56. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at his registered place of address.

57. Each Member not having a registered place of address within the United Kingdom shall from time to time notify in writing to the Association an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause. If he shall not have named such an address he shall not be entitled to any notice.

58. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall

be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and posted. A certificate in writing signed by any Secretary or other officer of the Association that the envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

59. Every notice or application to the Council, or the Secretary, or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at the office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

#### INDEMNITY.

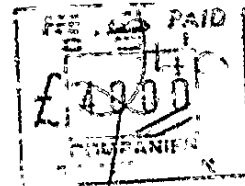
60. Subject to the provisions of Section 205 of the Companies Act, 1948, the Association shall indemnify any member of the Council, officer or Auditor of the Association against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

#### WINDING UP.

61. The provisions of Clause 8 of the Memorandum of Association of the Association relating to the Winding Up and dissolution of the Association shall have effect as if the same were repeated in these Articles. In default of any determination by a Judge of the High Court of Justice as provided by that clause, any such remaining property as therein mentioned shall be given to some charitable object.

THE  
HIRE PURCHASE TRADE ASSOCIATION

3, BERNERS STREET, LONDON, W1E 4JZ.  
DIRECTOR: C. McNEIL GREIG, O.B.E., M.C. SECRETARY: P. J. PATRICK  
TELEPHONE: 01-836 7564



34,278

87

The following resolution was passed at the  
Annual General Meeting of the Hire Purchase  
Trade Association on 11th May 1978 as a  
Special Resolution:

" That the name of the Association be  
changed to  
'Consumer Credit Trade Association' "

President

Chairman of the Meeting



N/W 002845 k



A COMPANY LIMITED BY GUARANTEE AND REGISTERED IN ENGLAND. REGISTERED NUMBER 34278



# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

34270

88.

I hereby certify that

~~THE HIRE PURCHASE TRADE ASSOCIATION~~

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

CONSUMER CREDIT TRADE ASSOCIATION

Given under my hand at Cardiff the 1ST JUNE 1978

D. G. THOMAS

*Assistant Registrar of Companies*



THE COMPANIES ACT, 1948

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

THE CONSUMER CREDIT TRADE ASSOCIATION

(AMENDED)

Memorandum

— AND —

Articles of Association

---

Incorporated the 25th day of June, 1891.

*Amended in accordance with Special Resolutions passed  
6th May 1976 and to show change of name.*

*T. S. Tatchell*  
Secretary

LEWIS LLOYD & Co.,  
329, High Holborn, W.C.1.



THE COMPANIES ACT, 1948

---

*COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL*

THE CONSUMER CREDIT TRADE ASSOCIATION

---

(AMENDED)

**Memorandum**

— AND —

**Articles of Association**

---

Incorporated the 25th day of June, 1891.

LEWIS LLOYD & Co.,  
329, High Holborn, W.C.1:

No. 34278.

**CERTIFICATE OF INCORPORATION**

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**I hereby certify** that the HIRE TRADERS' PROTECTION ASSOCIATION the word "Limited" being omitted by licence of the Board of Trade is this date Incorporated under the Companies Act 1862 to 1890 and that the Company is limited.

**Given** under my hand at London this twenty-fifth day of June  
One thousand eight hundred and ninety-one.

THOS. V. BOCKENHAM,

*Assistant Registrar of Joint Stock Companies.*

## Certificate of Change of Name

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I hereby certify that THE HIRE TRADERS' PROTECTION ASSOCIATION having, with the sanction of a SPECIAL RESOLUTION of the said Company and with the approval of the Board of Trade, changed its name, is now called THE HIRE PURCHASE TRADE ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) and I have entered such new name on the Register accordingly.

Given under my hand at London, this second day of August  
One thousand nine hundred and forty-nine.

W. A. STUART,

*For Registrar of Companies.*



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Company Limited by Guarantee and not having  
a Share Capital

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MEMORANDUM OF ASSOCIATION

of

THE CONSUMER CREDIT TRADE ASSOCIATION

(Licenced by the Board of Trade with Limited

Liability, June 1891

1. The name of the Association is the "HIRE PURCHASE TRADE ASSOCIATION."

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

3. The Objects for which the Association is established are:-

(a) To protect and further the interests of traders, finance houses and others who:-

(i) provide any form of consumer or commercial credit, finance or hire or rental facility, whether for the acquisition of land, goods or services or otherwise and whether under agreements or arrangements for hire-purchase, instalment sale, check trading, loan, overdraft, credit card or other revolving purchase money or non-purchase money credit, leasing, rental, contract hire, the giving of guarantees or indemnities, the provision of acceptance credits or any other form of financial accommodation or purchase or rental facility.

(ii) purchase or provide credit on the security of the rights of the creditor, owner or seller under any such agreement or arrangement as aforesaid, whether under discounting, factoring, loan or other agreements or arrangements;

(iii) carry on the business of credit-brokerage, debt-adjusting, debt-counselling, debt-collecting, the operation of a credit reference agency or any other type of ancillary credit business, whether in relation to consumer or <sup>to</sup> commercial transactions and whether the debtor, hirer or buyer be an individual or a company.

(b) In furtherance of the above objects, to advise members of the Association on any aspect of law or practice relating to any of the above types of business or activity, to provide such assistance as Members may reasonably require and (without prejudice to the generality of the foregoing) to support (whether financially or otherwise) and legal proceedings or arbitration or any appeal from the decision of any court or arbitrator, so far as is lawful to do so.

(c) . To encourage and promote fair and equitable dealing on the part of such traders, finance houses and others, and in particular, fair and equitable treatment of debtors, hirers and borrowers.

(d) To represent members in consultations and discussions with governments and other organisations and agencies in the United Kingdom and elsewhere, including any organs of the European Communities and Council of Europe.

(e) To participate in the activities of local, national and international organisations concerned with the operations of credit and leasing industries, or with any forms of business or activity hereinbefore described, whether in the United Kingdom or elsewhere.

(f) To print, publish and distribute (whether gratuitously or by way of sale) any newspapers, periodicals, books, leaflets, contract documents or other forms of materials that the Council of the Association may think desirable for the promotion of its objects.

(g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any purpose of the Association.

(h) To construct, maintain and alter any buildings necessary or convenient for the purposes of the Association.

(i) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.

(j) To borrow and raise money (with or without security) in such a manner as the Council of the Association may think fit and to take such steps, by personal or written appeals or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of subscriptions, donations or otherwise.

(k) To invest 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.

(l) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.

(m) To subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Association, or otherwise assist such servants, their widows and children.

(n) To establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of this Association.

(o) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association.

(p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more companies, institutions, societies or associations with which this Association is authorised to amalgamate.

(q) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate.

(r) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the 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 and no member of its Council or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its Council or Governing Body for any services rendered to the Association;

(b) of interest on money lent by any member of the Association or of its Council or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent whichever is greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Council or Governing Body of out-of-pocket expenses.

5. If any Member of the Association shall pay or receive any dividend, bonus, or other profit in contravention of the terms of Clause 4 of this Memorandum, or commit any breach of the conditions in such Clause, he shall forthwith repay the same to the Association. If the Association shall publish or authorise the publishing of a libel involving it in liability for damages, each officer and Member of the Association who shall concur in or authorise the publication shall be liable for it to the person or persons libelled, and the liability in this respect shall be joint and several and unlimited. And if any Member shall give false information to the Association

or to any Member or officer thereof affecting the credit of any person maliciously or without any knowledge, information, or other grounds on which he might reasonably believe it to be true, such Member shall be liable to indemnify the Association and its officers against all liability resulting from any such act or statement founded on such false information, and the liability of such Member shall be unlimited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1, or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

7. If upon the winding-up or dissolution of the 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 institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property 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 in so far as effect cannot be given to such provision, then to some other charitable objects.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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JAMES ALFRED JACKSON,  
1, Heathcote Street, Mecklenburgh Square, W.C.,  
District Manager for Bradbury & Co., Ltd.

JOSEPH POWELL,  
Mark House, Walthamstow,  
Manager for Wheeler & Wilson Mfg. Co.

WILLIAM JAMES HARRIS,  
219, Old Kent Road, S.E.,  
Managing Director to W. J. Harris & Co., Ltd.

CHARLES TODD,  
10, Elm Park Terrace, Fulham Road, S.W.,  
Machine Dealer.

MICHAEL SIEGENBERG,  
The Elms, Mare Street, Hackney,  
House Furnisher.

GEORGE SAWYER,  
17, Lesbia Road, Lower Clapton,  
Manager of White Sewing Machine Co., of  
48, Holborn Viaduct, London.

EBENEZER COLLIER,  
136, Clapham Road, S.W.,  
Domestic Machinery Dealer.

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DATED this 17th day of June, 1891.

WITNESS to the above signatures:—

H. E. TUDOR (Solicitor),  
St. Paul's Buildings,  
Paternoster Row,  
London.



THE COMPANIES ACT, 1948

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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Articles of Association

— OF —

THE CONSUMER CREDIT TRADE ASSOCIATION

*Adopted by Special Resolution passed on the 5th May, 1960, ~~1949~~*

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1. For the purposes of registration the number of the Members of the Association was declared not to exceed 500, but the Council has registered an increase to 20,000 and may from time to time register a further increase of Members.

2. These Articles shall be construed with reference to the provisions of the Companies Act, 1948, and terms used in these Articles shall have the same respective meanings as they have when used in that Act.

3. The Association was established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

4. (a) Any person acting in that person's own right or any person nominated to represent a firm or unincorporated Association and approved by the Council of the Association or any body corporate engaged or concerned, either as principal, servant or agent, in any business *inter alia* carrying on or related to hire purchase or credit

trading or having amongst his or its objects or purposes the carrying out of any of the objects specified in the Memorandum of Association of this Association shall be eligible for election as a Member.

(b) Members of the Association may be:—

(1) **Ordinary members (who shall be manufacturers or traders engaged or concerned, directly or indirectly, in any of the activities described in Clause 3(a)(i) of the Memorandum of Association);**

(2) **Finance House Members (who shall be engaged or concerned, directly or indirectly, in any of the activities described in Clause 3(a) of the Memorandum of Association, not being manufacturers or traders qualifying for membership as Ordinary Members);**

(3) **Honorary Members."**

(c) The Council of the Association may appoint to (and from time to time remove from) the Honorary Membership of the Association such distinguished and other person who may be interested in achieving the objects specified in the Memorandum of Association of this Association as the Council may deem eligible and such persons shall not be required to comply with Clause 5 of these Articles or pay any subscription or entrance fee, but shall not be entitled to vote at any General Meeting of the Association.

(d) A body corporate (being a member of the Association) may from time to time appoint one of its Directors or its Secretary or an Executive Manager, as its representative to attend meetings of the Association, and to vote thereat when such Member would be entitled to vote if a person. The person so appointed shall so long as his appointment shall continue be eligible for election to membership of the Council.

5. Each application for membership shall be laid by the Secretary before the Council of the Association at its next meeting. The Council may elect the applicant as a Member of the Association forthwith or adjourn the application for further enquiry or consideration or for such time or/and for such steps to be taken as the Council may prescribe, or may, by a majority of two-thirds of those members of the Council present and voting, refuse any application for membership without assigning any reason therefor.

6. (a) Every applicant for membership of the Association shall apply in writing to the Secretary on a form to be supplied by the Association for that purpose, which form shall contain (*inter alia*) the following information:—

- (i) Particulars of the eligibility of the applicant for membership of the Association;
- (ii) The class of membership to which the applicant seeks appointment;
- (iii) Such particulars as the Council may from time to time prescribe for the purpose of deciding to which class of membership the applicant should be appointed.

(b) Upon the election of a Member (other than an Honorary Member) the Council shall appoint the Member to such one of the three classes of membership defined in Clause 4 (b) (1) (2) and (3) of these Articles as they may in their absolute discretion deem appropriate, and may from time to time thereafter, for such reason as they may in their discretion consider to be good and sufficient, vary such appointment.

7. Every applicant when elected to membership of the Association, shall, for all purposes, be deemed a Member of the Association from the date of the application for membership, and the entry of such Member's name in the minutes of the proceedings of the Council as a duly elected Member of the Association, shall be taken as conclusive evidence of the election.

8. Every Member of the Association shall pay such entrance fee (if any) and such annual subscription as shall be determined from time to time by the Council, and the Council may at their absolute discretion vary the amount of such entrance fees and subscriptions as between the different classes of Member and as between different Members (whether according to turnover or otherwise as the Council may decide, and such subscriptions shall be in respect of the period of one year to be calculated in each case from the first day of the month following the date of election, and shall be payable in advance.

Unless otherwise determined by the Council the annual subscription shall be £2 2s. 0d.

9. The rights of each Member shall be personal and not transferable, and failure to pay the annual subscription within three months of its becoming due may, if the Council so decide,

disqualify any Member from the right to vote at any meeting of the Association or participate in any benefit of the Association. The Council may by a majority of two-thirds of those Members of the Council present and voting, declare that any such Member shall cease to be a Member, but such Member shall, nevertheless, remain liable to pay to the Association the full amount of any annual subscription previously due, which shall be deemed to be a debt due from such Member to the Association.

10. (A) Any Member may withdraw from the Association by giving one month's notice in writing to the Secretary at any time and paying with such notice any unpaid subscription that may be due by such Member, and thereupon he shall cease to be a Member, but upon such retirement or withdrawal no Member shall be entitled to any repayment of any subscription or any part thereof, whether paid in advance or not.

(B) Notwithstanding the provisions of sub-clause (A) of this Clause, any newly elected Member appointed to a class of membership other than that specified in that Member's application for membership may, within 28 days of receiving notification of the appointment, give notice in writing of withdrawal from membership, whereupon he shall cease to be a Member and any entrance fee or/and subscription already paid shall be returned in full.

#### RIGHTS AND DUTIES OF MEMBERS.

11. If and when authorised by the Council, Certificates of Membership, Badges, Plaques, or other insignia of membership of the Association in such form and at such charges as may be prescribed from time to time by the Council may be supplied to any Member of the Association who may apply for the same, as the Council in its absolute discretion determine. Such Certificates, Badges, Plaques or insignia will be issued by the Council to such members on such terms as the Council consider desirable, and shall remain the sole property of the Association and shall be returned to the Secretary forthwith, if at any time for any reason the membership of such member shall determine, and shall also be returned if the Council pass a Resolution instructing the Secretary to recover such Certificates, Badges, Plaques and insignia. A copy of any such Resolution signed by the Chairman of the Meeting at which such Resolution was passed shall be conclusive evidence of the due passing thereof.

12. Subject to the due performance and observance of the Memorandum and Articles of Association of the Association and any rules or regulations lawfully made thereunder, all Members of the Association shall be entitled to enjoy all privileges and benefits which membership of the Association shall lawfully confer upon any Member thereof.

13. Every Member of the Association shall be bound:—

- (a) To further to the best of his ability the objects, interest and influence of the Association, and to observe all the bye-laws, rules and regulations of the Association for the time being lawfully in force.
- (b) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member if such act or default shall be a breach of any provision of these Articles or of any bye-law, rule or regulation of the Association lawfully made.

14. All information communicated by or to the Association to or by Members of the Association, or by or to Members of the Association to or by other Members of the Association as such members, shall be considered and treated as strictly private and confidential. All such information shall be deemed to be supplied upon the basis that the Association enters into no contract in relation thereto and that neither the Association nor the Council of the Association nor any member thereof, nor any officer of the Association shall in any case, or under any circumstances, be held responsible in any way with reference to or in connection with the obtaining or failure to obtain, the transmission or non-transmission, or the correctness of, any such information or with reference to or in connection with any negligence or alleged negligence in respect of any such matters or things.

15. (a) If any person shall complain to the Association in writing—

- (i) Of the conduct of, or of inequitable treatment of any person by, any Member of the Association in connection with or relation to any transaction, or

- (ii) Of any matter, whether general or particular, in respect of the carrying on of any business or transaction by any Member of the Association;

the Member of the Association against whom such complaint shall have been made may be expelled from the Association by resolution of at least two-thirds of the members of the Council present and voting at a Special Council Meeting at which not less than eleven members shall be present. Such Member shall have seven clear days' notice sent to him of such Special Council Meeting, and he shall be entitled to attend such Special Council Meeting for the purpose of answering the complaint, but shall not be present at the voting or take any further part in the proceedings otherwise than as the Council may allow. The Council shall not be bound to assign any reason whatsoever for such expulsion.

(b) Upon such expulsion the Member so expelled shall forthwith cease to be a Member of the Association or to have any right to vote or participate in the benefits or funds of the Association, and shall not be entitled to the return of any moneys paid by him to the Association by way of subscription or otherwise.

#### COUNCIL OF THE ASSOCIATION.

16. (a) The Council of the Association shall consist of Members of the Association whose services shall be purely honorary and shall be constituted as follows:—

- (i) The Honorary Officers of the Association who shall consist of a President (hereinafter referred to as "the President"), such number of Vice-Presidents as the Council may in its absolute discretion from time to time prescribe and the Honorary Treasurer of the Association, a Chairman of the Council and a Vice-Chairman of the Council, and who shall be members of the Association and shall be elected for one year and during their tenure of office shall be ex officio members of the Council. The Honorary Officers shall retire from office at the close of the Annual General Meeting of the Association in every year, but shall be eligible for re-election either as such Honorary Officers or as Elected Members of the Council; and

(ii) Eighteen Members of the Association (hereafter called the Elected Members of the Council).

(b) No person shall be eligible for election as Chairman or Vice-Chairman of the Council or as Honorary Treasurer of the Association or as an Elected Member unless he shall be either:—

(i) a member of the Association, or

(ii) the representative, duly appointed pursuant to paragraph (d) of Article 4, of a body corporate which is a Member of the Association.

17. At the first Meeting of the Council held after the passing of the Resolution adopting this Article and at the first Meeting of the Council to be held after the Annual General Meeting in the year 1949 and in each subsequent year, or so soon thereafter in each and every case as practicable, the Council may appoint the Members of the Consultative Committee to hold office (subject to the provisions of these Articles) until the first Meeting of the Council next following the next succeeding Annual General Meeting of the Association.

18. (a) At the Annual General Meeting of the Association to be held in the year 1949 and at the Annual General Meeting in each subsequent year the President, Vice-Presidents, Chairman Vice-Chairman, Honorary Treasurer, and one-third of the Elected Members shall retire. The one-third of the Elected Members to retire in the year 1949 shall, unless the Elected Members agree among themselves, be determined by lot in every subsequent year the one-third who have been longest continuously in office shall retire. If two or more Elected Members have been in office continuously for an equal length of time the Elected Member to retire shall, in default of agreement between themselves, be determined by lot. If at any such Meeting the number of Elected Members is not a multiple of three, the number nearest to but not exceeding one-third shall retire.

(b) At the Annual General Meeting in the year 1949 and at the Annual General Meeting in each subsequent year the offices of the President, Vice-Presidents, and Honorary Treasurer of the Association and of the Chairman and Vice-Chairman of the Council, and of the retiring Elected Members shall be filled up in accordance with these Articles of Association by the election of a

duly qualified person thereto or in default of such election as otherwise prescribed. Retiring Elected Members of the Council shall be eligible for re-election.

19. If at any meeting at which an election of honorary officers or elected members of the Council ought to take place the places of the retiring honorary officers or elected members are not filled, the retiring honorary officers and elected members, or such of them as have not had their places filled, shall be deemed to have been re-elected. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members thereof.

20. The office of a member of the Council shall, *ipso facto*, be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he ceases to be a Member or duly appointed representative of a Corporate Member of the Association.
- (d) If by notice in writing to the Secretary of the Association he resigns his office.
- (e) (Unless the Council shall otherwise determine) if without the leave of the Council given in writing he absents himself from six consecutive Meetings of the Council.

21. The Council shall be entitled to appoint a Member of the Association, or duly appointed representative of a Corporate Member, as an honorary officer or as a member of the Council to fill a casual vacancy howsoever caused, but the person so appointed shall be subject to retirement at the same time as if he had been appointed an honorary officer, or had become a member of the Council on the day on which the honorary officer or member of the Council, in whose place he is appointed, was last elected an honorary officer or a member of the Council.

22. In addition and without prejudice to any power of removal conferred by Section 184 of the Companies Act, 1948, the Association may by a resolution passed by a majority of not less



than two-thirds of the Members present at an Extraordinary General Meeting and entitled to vote (due notice of the object of which shall have been given) remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution in General Meeting appoint another Member in his stead. The Member so appointed shall hold office during such time only as the removed member of the Council would have held office if he had not been removed.

#### MANAGEMENT OF THE ASSOCIATION.

23. The management and organization of the Association and its affairs and funds shall be in the control of the Council of the Association who may exercise all such powers and do all such acts and things as may be exercised or done by the Association or are not hereby or by any Act of Parliament expressly directed or required to be exercised or done by the Association in General Meeting, but subject always to the provisions of any Acts of Parliament for the time being in force and of these presents.

24. Without prejudice to the generality of the powers conferred by the last preceding clause and otherwise by these Articles it is hereby expressly declared that the Council shall have the following powers, that is to say:—

- (a) To make, impose, vary and repeal bye-laws, rules and regulations for the administration of the Association and for carrying its objects into effect as shall not amount to an alteration or addition to these Articles of Association which cannot legally be made otherwise than by a Special Resolution of the Association.
- (b) If it shall see fit to make such regulations as shall enable the annual election and re-election of honorary officers and elected members of the Council to be carried out, and/or for obtaining the vote of the Members of the Association upon any matter relating to or in connection with the affairs of the Association and not by statute required to be determined by a Resolution passed at a General Meeting, or by postal ballot in such manner as may from time to time be determined by the Council.

- (c) To enter into all such negotiations, contracts and arrangements, and rescind and vary all such contracts, and execute and do all such deeds, acts and things in the name and on behalf of the Association as they may consider expedient for or in relation to the lawful carrying out of any of the objects or purposes of the Association.
- (d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or Members or otherwise concerning the affairs of the Association so far as may be lawful having regard to the rules of law with respect to maintenance or champerty.
- (e) To delegate any of their powers to committees consisting of two or more members of the Council and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit.
- (f) To appoint from time to time, and to vary such appointments subject to such rules and regulations as the Council may from time to time prescribe, members of the Association to form with the Council or any Committee of Council a Consultative Committee to advise and assist the Council and the Association in directing the general policy of the Association towards achieving the objects specified in the Memorandum of Association and in co-ordinating the business and activities of the Association with the business and activities of other Associations, Societies and Organisations having *inter alia* similar objects. Provided always that the Consultative Committee shall not be empowered to commit the Association to any expenses or financial liability without the previous consent of the Council.
- (g) Subject to the provisions of Section 14 of the Companies Act, 1948, to take offices or acquire premises for the use of the Association and to appoint and at their discretion to remove or suspend such secretaries, managers, clerks, agents and servants upon such terms as they may think fit.

- (h) To appoint and dismiss such solicitors as they may from time to time determine and to engage professional or other assistance in connection with the affairs of the Association and to pay such fees or remuneration for the same as they may think fit.
- (i) To set up, constitute and organise local branches and special sections of the Association, consisting of such members or classes of member of the Association in such manner as they may see fit, and to appoint or authorise the members of such branches or sections to appoint from amongst their members Committees to control such branches and sections; to define the powers and duties of such branches, sections and Committees and to make and impose bye-laws, rules and regulations for the administration, government and membership of such branches, sections and Committees, and to delegate any of their powers to such branches, sections and Committees as they may deem fit. The Chairman of the Council and the Secretary shall be ex officio members of all Committees set up under this sub-paragraph and sub-paragraph (e) of this Article and the Chairman of the Council if present shall be entitled to take the Chair at any meeting of any such Committee.
- (j) To pay all expenses incurred in carrying out the objects of the Association and the management of its affairs.
- (k) To do all other lawful things as are incidental or conducive to the attainment of the objects of the Association and are not prohibited by the Memorandum of Association.

#### PROCEEDINGS OF THE COUNCIL.

25. The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, four members of the Council shall be a quorum.

26. Every meeting of the Council shall be presided over by the Chairman of the Council, or in his absence by the Vice-Chairman, but if neither the Chairman nor the Vice-Chairman should

be present at the commencement of any meeting of the Council, the members of the Council shall select some other member of the Council to be Chairman for that meeting.

27. The Council may at any time, and the Secretary upon the request of two members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of two members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting.

28. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present and voting at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council.

29. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles vested in or exercisable by the Council generally.

30. A resolution passed without a meeting of the Council by writing under the hands of all the members of the Council shall be of equal force with a resolution duly passed at a meeting of the Council duly called and held.

31. The meetings and proceedings of any committee appointed by the Council under Article 24 (e) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto and are not superseded by any regulations made by the Council under Article 24 (e) or otherwise.

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

## MINUTES.

33. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers;
- (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 orders made by the Council and committees of the Council;
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and committees.

And any such minutes of any meeting of the Council or of the committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be *prima facie* evidence of the matters stated in such minutes.

## SEAL.

34. The Council shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Council previously given, and in the presence of two members of the Council at the least, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council for that purpose.

## GENERAL MEETINGS.

35. A General Meeting of the Association shall be held as an Annual General Meeting once in every year in addition to any other Meeting in that year and at such time not being more than fifteen months after the holding of the preceding Annual General Meeting, and at such place as may be prescribed by the Association in General Meeting, and if no time or place is so prescribed then at such time within the period aforesaid and place as may be determined by the Council. The above mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings. Every notice of an Annual General Meeting shall specify the Meeting as such.

36. The Council 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 prescribed by Section 132 of the Companies Act, 1948. 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 Association 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.

37. Twenty-one clear days' notice at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen clear days' notice at the least of every other General Meeting, specifying the place, the day and hour of meeting, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to the Auditors and to all the Members other than Members who are not entitled to receive notices, but 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 the same, shall not invalidate the proceedings at any meeting.

#### PROCEEDINGS AT ANNUAL GENERAL MEETINGS.

38. The business of an Annual General Meeting shall be:—

- (a) To receive and consider the income and expenditure account and balance sheet and group accounts (if any) and the reports of the Council and the Auditors.
- (b) To elect members of the Council and other officers in the place of those retiring by rotation.
- (c) To appoint Auditors and fix their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall

be deemed special. If any Member has any proposal or any matter which he wishes to make or bring before an Annual General Meeting he shall give 14 days' written notice thereof to the Secretary, but this provision shall be without prejudice to the provisions of Section 140 of the Companies Act, 1948.

39. Every meeting of the Association shall be presided over by the President or, in his absence, by whoever shall be present of the following Officers in the following descending order of seniority viz. a Vice-President (being the senior of such if more than one be present), the Chairman of the Council, the Vice-Chairman of the Council. Failing any such being present the Meeting shall elect a Chairman from the members of the Council then present, or, if none be present, from the Members of the Association.

40. The quorum of a General Meeting shall be seven Members of the Association personally present and entitled to vote, and no business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

41. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

42. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Member. Every Member shall have one vote and no more, both on a show of hands and on a poll. A corporation may act and vote by its duly authorised representative as provided by Section 139 of the Companies Act, 1948.

43. At any General Meeting, unless a poll is demanded by the Chairman of the Meeting, or by three Members present in person or by proxy and entitled to vote, or by a Member or Members

representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings 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 the resolution.

44. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time not less than seven days or more than twenty-one days after demand and at such place as the Chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

45. On a poll, votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or of his attorney, or if such appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Any instrument appointing a proxy shall be in writing and shall be as nearly as may be in the following form:—

CONSUMER CREDIT TRADE ASSOCIATION.

"I, \_\_\_\_\_, of \_\_\_\_\_,  
 "being a Member of the above Association, hereby  
 "appoint \_\_\_\_\_, of \_\_\_\_\_,  
 "whom failing \_\_\_\_\_, of \_\_\_\_\_,  
 "as my proxy to vote for me and on my behalf at the  
 "Annual or Extraordinary or Adjourned General Meet-  
 "ing of the Association to be held on the  
 "day of \_\_\_\_\_, 19\_\_\_\_, and at any adjourn-  
 "ment thereof.  
 "Signed by the said  
 "this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in the  
 "presence of:—"

46. No person shall act as proxy unless he is a Member of the Association, and the instrument appointing him and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority shall be deposited at the registered office of the Association not less than twenty-four hours before the time of holding the meeting or adjourned meeting at which he proposed to vote.



47. The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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.

#### ACCOUNTS.

48. The Council shall cause proper books of account to be kept in accordance with the requirements of the Companies Act, 1948, with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods by the Association, and the assets and liabilities of the Association.

49. The books and accounts shall be kept at the registered office of the Association or at such other place or places in Great Britain as the Council think fit, and shall always be open to the inspection of the members of the Council.

50. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be made by the Association in General Meeting, the books and accounts of the Association shall be open to the inspection of the Members of the Association at all reasonable times during business hours.

51. At the Annual General Meeting in each year, the Council shall lay before the Association an income and expenditure account for the preceding year and a balance sheet of the Association made up to a date not more than six months before the meeting. Every such balance sheet shall be accompanied by the Auditors' report thereon and by a report of the Council as to the state and condition of the Association and by such other accounts or documents (if any) as may be required by the Companies Act, 1948.

52. A copy of such income and expenditure account and balance sheet and report together with a copy of the Auditors' report and such other accounts and documents (if any) as aforesaid shall not less than twenty-one clear days previously to the Annual General Meeting before which the same are to be laid be sent to each Member who is entitled to notice of the Meeting and

to all other persons (if any) who are entitled under the Companies Act, 1948, to receive the same, in the manner in which notices are hereinafter directed to be served.

#### AUDITS.

**"53. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 159, 160 and 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967".**

54. The balance sheet shall be signed on behalf of the Council by two members of the Council of the Association, and the Auditors' report shall be attached to the balance sheet or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

55. The accounts of the Association when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within the three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

#### NOTICES.

56. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at his registered place of address.

57. Each Member not having a registered place of address within the United Kingdom shall from time to time notify in writing to the Association an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause. If he shall not have named such an address he shall not be entitled to any notice.

58. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall

be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and posted. A certificate in writing signed by any Secretary or other officer of the Association that the envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

59. Every notice or application to the Council, or the Secretary, or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at the office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

#### INDEMNITY.

60. Subject to the provisions of Section 205 of the Companies Act, 1948, the Association shall indemnify any member of the Council, officer or Auditor of the Association against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

#### WINDING UP.

61. The provisions of Clause 8 of the Memorandum of Association of the Association relating to the Winding Up and dissolution of the Association shall have effect as if the same were repeated in these Articles. In default of any determination by a Judge of the High Court of Justice as provided by that clause, any such remaining property as therein mentioned shall be given to some charitable object.