

Council shall have determined to terminate his membership or associateship of the Association; or

- (c) If the Council shall in writing request him to resign or determine his membership or associateship, then as from the date of such request or determination, and so that the Council shall not be bound to give any reason therefor.

Any person who shall cease to be a member or associate of the Association shall not be relieved thereby from any liability to the Association in respect of any subscription which shall have become payable by him before the date of his ceasing to be such a member or associate, unless the Council shall otherwise determine, and the Council may at any time, if they think fit, re-admit him as a member or associate.

GENERAL MEETINGS.

11. A General Meeting shall be held once in the year 1938 and in every calendar year thereafter at such time and place as may be determined by the Council, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

12. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

13. The President or the Council may call an Extraordinary Meeting whenever he or they shall think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

14. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice at least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given either by advertisement or by post in manner hereinafter mentioned or in such other manner as the Council may from time to time determine to such members of the Association as are

under the provisions of these presents entitled to receive notices from the Association; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council and other officers in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be three members personally present.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business

which might have been transacted at the meeting from which the adjournment took place.

19. The President (if any) of the Association shall preside as Chairman at every General Meeting, but if there be no such President, or if at any meeting he shall not be present, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

20. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

21. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

23. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote.

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

25. Subject as hereinafter provided, every member shall have one vote, whether on a show of hands or on a poll.

26. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question at any General Meeting.

27. Votes must be given personally, except in the case of a corporation (which may vote by its duly authorised representative as provided by Section 116 of the Act), and proxies shall not be allowed.

OFFICERS.

28. There shall be a President, Honorary Treasurer and Honorary Secretary of the Association, who shall be elected by the members annually at the Ordinary Meeting of the Association. No person shall be eligible for election to any such office as aforesaid unless he is a member of the Association or receive any remuneration for acting as an officer of the Association: Provided that the Council may, if they think fit, appoint a paid Secretary (whether a member or not) at such salary and upon such terms and conditions as the Council may from time to time determine.

29. The Council may from time to time appoint Vice-Presidents from amongst the members of the Association and may fill up any casual vacancy which shall occur in the office of President, Treasurer or Secretary, whether by death, resignation or otherwise, but any appointment made by the Council of a Vice-President shall be subject to confirmation at the next Ordinary Meeting held thereafter, and any other Officer appointed under this Article shall hold office only until such Meeting, but shall be eligible for re-election.

30. The officers of the old Association, or such of them as shall subscribe the Memorandum and Articles of Association of the Association, or within 21 days after its incorporation shall in writing consent to act and to become members of the Association, shall be the first officers of the Association and they shall hold office

until the first Ordinary Meeting of the Association, but shall be eligible for re-election.

COUNCIL OF MANAGEMENT.

31. Until otherwise determined by a General Meeting, the Council shall consist of the *ex-officio* members hereinafter mentioned and not less than nine nor more than twenty-one elected members: Provided that not more than one-third of the elected members of the Council for the time being shall be practising members of the medical profession.

32. The first elected members of the Council shall be such of the members of the Executive Council of the old Association, other than the President, Vice-Presidents, Hon. Treasurer and Hon. Secretary thereof, as shall subscribe the Memorandum and Articles of Association of the Association, or within 21 days after its incorporation shall in writing consent to act and to become members of the Association, and they shall hold office until the Ordinary Meeting to be held in the year 1939, but shall then be eligible for re-election.

33. The following shall be *ex officio* members of the Council—

- (A) The President, Honorary Treasurer and Honorary Secretary for the time being;
- (B) The Vice-Presidents (if any);
- (C) Such other persons as the Council may appoint by virtue of Article 56 of these presents.

Provided always that the number of *ex officio* members of the Council shall at all times be less than the number of elected members for the time being.

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

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

POWERS OF THE COUNCIL.

36. The business of the Association shall be managed by the Council, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. Without prejudice to the generality of the foregoing provisions of this Article, the publication of the Journal of the Association shall be under the absolute control of the Council.

37. The continuing members of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council, other than Honorary Officers, shall at any time be or be reduced in number to less than nine, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, or of filling up vacancies in their own body, or of summoning a General Meeting, but not for any other purpose.

38. The Council may from time to time by resolution appoint a temporary substitute for the Honorary Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Honorary Secretary.

39. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Honorary or paid Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

40. Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Council, shall be signed by the Honorary Treasurer and the Honorary or paid Secretary. The Association's banking account shall be kept with such banker or bankers as the Council shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

41. The office of a member of the Council shall be vacated—
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he is found lunatic or become of unsound mind.
 - (C) If he ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he is prohibited from holding office by virtue of any provision of the Act.

ROTATION OF MEMBERS OF THE COUNCIL.

42. At the Ordinary Meeting to be held in the year 1939¹⁹³⁹ and in every subsequent year, the whole of the elected members of the Council for the time being shall retire from office, but shall be eligible for re-election. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.

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

44. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for office on the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the

Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than fourteen intervening days.

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

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

47. The Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL.

48. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

49. On the request of a member of the Council the Honorary or paid Secretary shall, at any time, summon a meeting of the

Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.

50. The Council shall from time to time elect a Chairman, who shall preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding a meeting, the members of the Council present shall choose some one of their number to be Chairman of the meeting.

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

52. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

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

54. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

ADVISORY COMMITTEES.

55. There shall be an Advisory Medical Committee, consisting of such members of the Association who belong to the medical profession as the Council shall appoint. There shall also be a Dietetic Committee consisting of such members as the Council shall appoint and such other Advisory Committees as the Council shall from time to time determine to set up. The Advisory Committees shall meet at such times and places as they may respectively decide for the purpose of discussing matters affecting the Association and its objects, and each of them shall render to the Council an annual report and such other reports and advice as may seem fit to the Council, but no Advisory Committee shall have any executive power or authority.

56. Subject to Article 35 the Council may at any time appoint any member of an Advisory Committee to be an *ex officio* member of the Council and may at any time determine any such appointment with or without making a fresh appointment in substitution therefor: Provided always that not more than two members of any Advisory Committee shall hold office as *ex officio* members of the Council at the same time by virtue of appointment under this Article.

LOCAL CENTRES.

57. The Council may at their discretion from time to time establish local centres or recognise such other organisations in such districts as may be deemed necessary for or conducive to the objects of the Association or any of them, and may at their discretion dissolve any such local centre or dissociate the Association from any such other organisation. Each local centre shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the Council.

ACCOUNTS.

58. The Council shall cause proper books of account to be kept with respect to—

- (A) The assets and liabilities of the Association;
- (B) The sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
- (C) All sales and purchases of goods by the Association.

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

60. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the account and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

61. Once at least in every year the Council shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Association made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Council and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than seven days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting and shall be open for inspection as required by Section 129 of the Act.

AUDIT.

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

63. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act, the Council being treated as the Directors mentioned in those sections.

NOTICES

64. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

65. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

66. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

67. Any notice required to be or which may be given by advertisement shall be advertised in two London daily newspapers or in the Journal of the Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Arthur [unclear] 13 Ham. Terrace Regent Park near Gaiters.

Robert Samuel Lawrence 63 Albert Bridge Rd.
Physician

Edith Churchill 14 Park Village East. N.W.,
Florence Lucy Mary Burdett, Ridgeway, Hyke, Kent, Sp.

Joseph Patrick Mc Nulty 59 Daughly St. London. W.C. 1.
Incorporated Practitioner in Advertising

Alex Colin Elvart 56 Meadway, Golders Green
Chartered Accountant. London N.W. 11.

John Frederick Robert Burnett
Hook Heath Lodge

Woking - Surrey.

Barrister-at-law.

Dated this 15th day of March, 1938.

Witness to the above Signatures— Sybil Constance Lucas,
118 Grosvenor Road, Grosvenor Place, London, W. 1.
Solicitor.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act, 1929.

WHEREAS it has been proved to the Board of Trade that

The Diabetic Association

which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act, 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 members of the said Association

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 fifteenth day of March 19 38, do by this their licence direct

The Diabetic Association

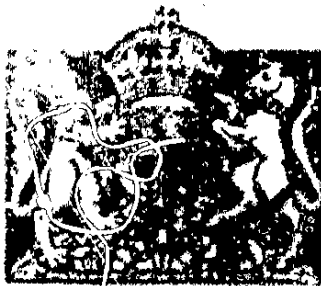
to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this eighteenth day of March 19 38.



Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.

889181



Certificate of Incorporation

I Hereby Certify,

THE DIABETIC ASSOCIATION

(the word "Limited" being omitted by Licence of the Board of Trade.)

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this eleventh day of April One Thousand Nine Hundred and thirty-eight.

Registrar of Companies.

Certificate received by

Erison Weldon

Date

12/4/38