

THE COMPANIES ACT, 1929.

AND

THE COMPANIES ACT, 1948.

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

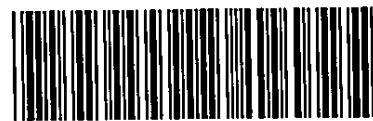
Memorandum

and

Articles of Association

OF

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COMPANIES HOUSE

FORCES PENSION SOCIETY LIMITED,

Incorporated the 29th day of August, 1946

(Latest amendment 1st July 2011)

No 418,311



(COPY)

Certificate of Incorporation

I HEREBY CERTIFY, that OFFICERS' PENSION SOCIETY LIMITED is this day Incorporated under The Companies Act, 1929, and that the Company is LIMITED.

GIVEN under my hand at London this Twenty-ninth day of August, One Thousand Nine Hundred and Forty-six.

R. C. TATTERSALL,
For Registrar of Companies

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION - - -

OF

FORCES PENSION SOCIETY LIMITED.

- 1 The Name of the Company (hereinafter called "the Association") is "FORCES PENSION SOCIETY LIMITED".
- 2 The Registered Office of the Association will be situated in England.
- 3 The Objects for which the Association is established are
 - (A) To procure the improvement and increase of pensions, retired pay, gratuities, allowances, and other payments and benefits of and to personnel of all ranks, both serving and retired, of the Royal Navy, the Army, and the Royal Air Force, and of any other Armed Forces of the Crown, and any Services auxiliary thereto, whether constituted or raised in the United Kingdom or in any other part of the British Commonwealth of Nations or the British Empire, and of and to the widows, widowers, relatives, and dependants of such personnel, and generally to promote and assist in promoting in every way the interests and welfare of members and former members of any such Armed Forces and Auxiliaries.
 - (B) To carry out the above-mentioned objects and each of them in such manner and by such methods and means as may be thought fit, and, in particular, but without prejudice to the generality of the foregoing, by holding meetings, publishing books, pamphlets, and periodicals, advertising, circularising, and publicly advocating in every way the cause of such persons as are referred to in the Immediately preceding Sub-Clause
 - (C) To assist, advise, and procure advice (medical, legal, accountancy, and of any other nature whatsoever) for Members of the Association and others in connection with pensions, retired pay, gratuities, allowances, and other payments and benefits and to support and aid any such person in or in connection with any claims or disputes in such connection.
 - (D) To carry on business as Proprietors and Publishers of Newspapers, Books, Journals, Pamphlets, and Periodicals and other Literary Works and Undertakings, and to carry on business as Printers, Stationers, Engravers, Booksellers, Advertising Agents, and Dealers in Stationery Requisites
 - (E) Subject to the provisions of Section 14 of The Companies Act, 1929, to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain, and alter any buildings or erections necessary or convenient for the work of the Association.
 - (F) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.

- (G) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (H) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit
- (I) To invest the moneys of the Association not immediately required for its purposes In or upon such investments, securities, or property as may be thought fit, out so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested In such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (J) To establish and support or aid in the establishment and support of any charitable or benevolent association or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (K) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction, or condition which if any object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Association shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Minister of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association nor prevent the payment of Interest at a rate not exceeding Five per centum per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no Member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of

which a Member of the Council of Management or Governing Body may be a member, or any other company in which such Member shall not hold more than one hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5 The Liability of the Members is Limited.

6 Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five Shillings

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 among its or their members to an extent 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, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object

8 True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take 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, such Accounts 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 properly qualified Auditor or Auditors.

We the several persons whose Names, Addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS,

- A R Grenfell, Capt RN Ret'd, United Service Club, SW1
- B. L L MacLean, Air Commodore Ret'd, United Service Club, Pall Mall, SW1.
- 1 H Gordon Dean, Air Commodore Ret'd, United Service Club, SW1
- 2 L E H Maund, Rear Admiral Ret'd, United Service Club, SW1
- 3. Wilmot Nicholson, Admiral Ret'd, United Service Club, SW1.
- 4. P R C. Groves, Brigadier General Ret'd, United Service Club, SW1.
- 5 Harry Edmonds, Major Ret'd, Parnaseus, Etchinghill, Folkestone

Dated the 31st day of January, 1946,

Witness to the above Signatures:

- 1. W L Welch, 31.1 46, United Service Club, Pall Mall, SW1.
- 2 G R G Allen, 31 1 46, United Service Club, Pall Mall, SW1.
- 3 J M Steel, United Service Club, Pall Mall, SW1
- 4 H R Blore, Lieutenant Colonel, United Service Club, Pall Mall, SW1
- 5 M Crotty (Mrs), Receptionist, United Service Club, Pall Mall, SW1
- A. J Chrystal, Major Ret'd, United Service Club, Pall Mall, SW1
- B. J E M Crowther, St Stephens House, Victoria Embankment, Westminster, SW1, Solicitor

No. of Company 418,311

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948, Sections 10 and 141(2))
of
FORCES PENSION SOCIETY LIMITED

Passed 21st June, 2001

At an Annual General Meeting of the above-named Company, duly convened, and held at The Victory Club, Seymour Street, London W2 on the 21st day of June, 2001, the subjoined SPECIAL RESOLUTION was duly passed, viz

RESOLUTION

"That the new Articles of Association already approved by this Meeting, and for the purposes of Identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of the Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association"

SIR DAVID EVANS,
CHAIRMAN

J C M GORDON,
SECRETARY

THE COMPANIES ACTS 1929 and 1948
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

of

FORCES PENSION SOCIETY LIMITED,

(Adopted by Special Resolution passed on the 21st day
of June, 2001)

GENERAL.

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

WORDS

MEANINGS

The Act... ..The Companies Act, 1948.

The Association... ..The above-named Association

These presents These Articles of Association, and the Regulations of the Association from time to time in force

The Council The Council of Management for the time being of the Association

Office The Registered Office of the Association

Seal The Common Seal of the Association

Month Calendar Month

In writing Written, printed, or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number, and vice versa

Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

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

2 The number of the Members with which the Association proposes to be registered is unlimited

3. The provisions of Section 110 of the Act shall be observed by the Association, and every Member of the Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member

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

5. The Subscribers to the Memorandum of Association and such other persons as the Council shall admit to Membership in accordance with the provisions hereinafter contained shall be Members of the Association

6 The following shall be qualified to be Members of the Association.

Serving and retired personnel, of all ranks, of the Royal Navy, the Army, and the Royal Air Force, and of any other Armed Forces of the Crown, whether constituted or raised in the United Kingdom or in any other part of the British Commonwealth of Nations or the British Empire. Their husbands, wives, partners and relatives Their widowers, widows, survivors of partnerships and relatives On divorce or the breakdown of a partnership an ex-husband, ex-wife or ex-partner may remain a Member of the Association **Special Resolution AGM 17th June 2004**

7 No person shall be eligible for membership as a relative pursuant to the provisions of Article 6 hereof unless he or she is either the father, mother, son, daughter, stepson or stepdaughter of the serving or retired person and is eighteen years of age or more and is not a serving member of the Armed Forces **Special Resolution AGM 21st June 2001.**

8. Every person desirous of becoming a Member shall sign a Form of Application for Membership in such form as may be from time to time prescribed by the Council. The Council shall have power to admit to Membership of the Association any person duly qualified in accordance with the provisions of these presents but shall have absolute discretion as to such admission, and no person (other than the Subscribers to the Memorandum of Association) shall become a Member unless duly admitted to Membership by the Council

9 Every Member (other than Life Members) shall pay an Annual Subscription to the Association. The first Annual Subscription shall be payable at the time of application for Membership and shall, if the applicant be duly admitted to Membership, be valid for a period of twelve months from the date of such application Each subsequent Annual Subscription shall be payable on the anniversary of the date of the application for Membership If the applicant be not admitted to Membership such first Annual Subscription shall be refunded to him

10 Any Annual Subscription other than the first not paid by a Member during the month in which pursuant to the provisions of these presents the same is payable shall be deemed to be in arrears as from the expiration of one month from the date of the anniversary of the date of his application for Membership

11 Annual Subscriptions for Members qualified pursuant to the provisions of Paragraph Article 6 hereof shall be at rates fixed by the Council as they think fit **Special Resolution AGM 24th June 1987.**

12. (i) The Council may at any time in their discretion elect as Life Members of the Association any persons who are already Members of the Association or any other persons who are qualified to be Members of the Association pursuant to the provisions of Article 6 hereof

(ii) For Members qualified pursuant to the provisions of Article 6 hereof, together with their spouses or partners as Joint Members, shall be at categories and rates fixed by the Council as they think fit **Special Resolution AGM 17th June 2004**

13 The benefits of Membership of the Association shall not be transferable or transmissible and Membership of the Association shall cease -

(A) On death, or

(B) If the Member becomes bankrupt; or

(C) If the Member gives to the Association not less than one month's notice in writing expiring on the 31st December in any year that he wishes to resign from the Association, or

(D) If the Subscription of the Member be in arrears and the Council resolve that his Membership determine; or

(E) If the Council unanimously resolve that the Member shall be expelled, but so that in any case at least one week before the Meeting at which such unanimous resolution is passed the Member shall have had notice thereof and of the intended resolution and that he shall at such Meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or reason why he should not be expelled as he may think fit

14. On any cessation of Membership there shall be no claim in respect of the value of the unexpired portion of any Subscription to the Association.

15 (i) Every Member shall have the right to submit any proposal, question or petition regarding his retired pay or pension, or regarding retired pay or pensions in general to the Council, who shall take such action that they consider to be in the best interests of the Member or Members as a whole

(ii) Every Member shall be sent free of charge a copy of any Information Letter or other journal that the Council may publish from time to time, giving an account of the activities of the Association since the publication of the last Information Letter or other journal,

Except that a husband and wife, or partner, paying a Joint Membership Subscription shall be sent free of charge only one copy of such Information Letter or other Journal

GENERAL MEETINGS.

16. The first General Meeting of the Association shall be held at such time not being less than one month nor more than three months from the incorporation of the Association and at such place as the Council may determine

17. A General Meeting shall be held once in every calendar year 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

18 The above -mentioned General Meetings shall be called "Annual General Meetings" All other General Meetings shall be called "Extraordinary Meetings".

19 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 provided by Section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in

the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association, but with the consent, of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

21. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the Accounts and Balance Sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors

22. 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 seven Members personally present shall be a quorum.

23. 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

24. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some Member of the Council, or if no such Member is 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,

25. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn a Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a Meeting is adjourned for ten days or more, notice of the adjourned Meeting shall be given in the same manner as 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.

26. 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 unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution

27. 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.

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

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote

30 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

31. Subject as hereinafter provided, every Member shall have one vote Members who are serving personnel qualified under paragraph (D) of Article 6 hereof shall not have a vote on resolutions dealing with policy issues, or on activities pursuant to the Objects for which the Association is established as defined in Paragraph (A) of Clause 3 of the Memorandum of Association Special Resolution AGM 21st June 2001

32 Save as herein expressly provided, no person other than a Member duly registered, and who shall have paid every Subscription and other sum (if any) which shall be due and payable to the Association in respect of his Membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting

33. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. No person shall act as a proxy who is not entitled to be present and vote in his own right.

34 The instrument appointing a proxy shall be in writing under the hands of the appointor or his attorney duly authorised in writing

35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the Meeting

37 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

I, _____

of _____

a Member of FORCES PENSION SOCIETY LIMITED,

hereby appoint, _____

of _____

another Member of the Association, and failing him, _____

of _____

another Member of the Association, to vote for me and on my behalf at the (Ordinary or Extraordinary, as the case may be) General Meeting of the Association to be held on the ____ day of _____ and at every adjournment thereof

As witness my hand this ____ day of _____ 20__

COUNCIL OF MANAGEMENT.

38 Until otherwise determined by a General Meeting, the number of the Members of the Council shall not be less than three nor more than fifteen. *Special Resolution AGM 19th June 1964*

39 The first Members of the Council shall be the Subscribers to the Memorandum of Association

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

41 The following persons shall not be eligible to hold office as a Member of Council:

a. A person who is not a Member of the Association

b. A person who is a serving member of the Royal Navy, the Army or the Royal Air Force, or of any other Armed Forces of the Crown. *Special Resolution AGM 24th June 1999.*

POWERS OF THE COUNCIL.

42 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.

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

44 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions

of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint a temporary substitute for the 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 Secretary.

THE SEAL.

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

46. The office of a Member of the Council shall be vacated:

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors,
- (B) If he becomes of unsound mind,
- (C) If he ceases to be a Member of the Association,
- (D) If by notice in writing to the Association he resigns his office,
- (E) If he ceases to hold office by virtue of any provision of the Act.

ROTATION OF MEMBERS OF THE COUNCIL.

47. The normal term for a member of Council will be three years. First appointment to Council will be for a term of three years, with the opportunity to be re-elected for a further term of three years thereafter. Only those members of Council appointed as Chairman of Council and Chairman of the Strategy and Finance Committee may be re-elected exceptionally for a third (and final) term of three years. **Special Resolution AGM 30 May 2012.**

48. All appointments to Council will relate to the skill sets agreed by Council as desirable and necessary for Council members to hold. The list of skill sets will be maintained by Council and updated as necessary from time to time. **Special Resolution AGM 1 June 2011**

49. A retiring Member of Council shall retain his/her office until the dissolution or adjournment of the Meeting at which his/her successor is elected. **Special Resolution AGM 1 June 2011**

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

51. 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.

52 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 will be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting there shall be not less than seven nor more than twenty-eight intervening days.

53. 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.

54. 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.

55 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.

56 The Council may meet together for the despatch 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.

57 A Member of the Council may, and on the request of a Member of the Council the Secretary may, 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.

58 The Council shall from time to time elect a Chairman who shall be entitled to preside at all Meetings of the Council at which he shall be present, and may determine for what period he is to hold office, 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 the Meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the Meeting.

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

60. 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, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The Meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the Meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

61 All acts bona fide done by any Meeting of the Council or of any committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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

62 The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and of the proceedings of all Meetings of the Association and of the Council and of committees of the Council, and all business transacted at such Meetings, and any such Minutes of any Meeting, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated

63. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted

64 (i) The Council may from time to time appoint any Members of the Association or other persons as President, Vice -Presidents, or Honorary Officers of the Association.

(ii) Any person appointed as President, Vice -President or Honorary Officer of the Association shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election by the Association at the Meeting

(iii) The Association may by Extraordinary Resolution remove any President, Vice-President or Honorary Officer of the Association, and may by an Ordinary Resolution appoint another person in his stead.

(iv) The President, Vice -Presidents or Honorary Officers shall receive notice of a Meeting of the Council, and a copy of the Minutes of the Meeting

(v) The President, Vice -Presidents or Honorary Officers who are absent abroad shall not be entitled to a notice of any Meeting of the Council, or a copy of the Minutes of any Meeting

(vi) The President, Vice -Presidents or Honorary Officers may attend Meetings of the Council but shall not be entitled to vote thereat or be regarded for any purpose as Members of the Council

(vii) The Office of a President, Vice-President or Honorary Officer shall be vacated

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

(b) If he becomes of unsound mind

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

(d) If he ceases to hold office by virtue of any provision of the Act

ACCOUNTS.

65 The Council shall cause proper Books of Account to be kept with respect to

(A) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place

(B) All sales and purchase of goods by the Association, and

(C) The assets and liabilities of the Association

66. The Books of 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

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

68. 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 made up to a date not more than nine months before such Meeting, together with a Balance Sheet made up as at the same date. *Special Resolution AGM 19th June 1964.* 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 twenty-one days before the date of the Meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be read before the Meeting as required by Section 162 of the Act

AUDIT.

69. 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

70. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Members of the Council being treated as the Directors mentioned in those Sections

NOTICES.

71. 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

72. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only Members described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

73. 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

DISSOLUTION.

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