

The Companies Acts 1948-1986

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

## Memorandum

and

## Articles of Association

OF

**OLD REDINGENSIANS ASSOCIATION  
LIMITED**

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Incorporated the 3rd day of April 1951

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As amended at an Annual General Meeting held on 13 December 1986  
and at an Extraordinary Meeting held on 18 April 1989.

We hereby certify that the resolution to change  
the name of the Old Redingtonians Club limited  
to the Old Redingtonians Association limited was  
passed unanimously at the Annual General Meeting of  
the Old Redingtonians Club limited held at  
6pm on Saturday 13<sup>th</sup> December 1986 and has  
been duly recorded in the minute book and signed  
by the Chairman at the meeting held on 12<sup>th</sup>  
December 1987 as a correct record.



S. J. OLIVER.

(Hon Secretary 1983-1989)



M. R. NAXTON

(Hon Secretary 1989-1991)

Charity No:  
297507



Hon Sec  
KERR KIRKWOOD BSc FRICS

33 ALDBOURNE AVENUE  
EARLEY  
READING  
BERKSHIRE  
RG6 2DB  
Tel: (0734) 62191

Companies House  
Cardiff  
CF4 3UZ

14/IX/90

Your Ref DEF12/00493764

Dear Sir,  
Our Bankers The Midland in  
Reading require from you 'Certificate  
of change of name' documentation so will  
you please send me this as soon as possible?  
I enclose copy of Constitution &  
formal Resolution. Please return Resolution  
as this is my only file copy. Thanks!  
I await your prompt reply

In appreciation  
yours faithfully  
Kerr Kirkwood

Hon Sec



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COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL  
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MEMORANDUM OF ASSOCIATION  
OF  
OLD REDINGENSANS ASSOCIATION LIMITED

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1. The name of the Company (hereinafter called "the Association") is "OLD REDINGENSANS ASSOCIATION LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are -
  - (i) to advance the education of the pupils of Reading School by providing or assisting in the provision of educational, recreational or other charitable facilities for their use.
  - (ii) to relieve poverty among members of the Association or other former pupils of Reading School, among present pupils and among those who are likely to become pupils at the School.

In furtherance of the above objects but not further or otherwise the Association shall have the following powers -

- (A) 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.
- (B) Subject to such consents as may be required by law, 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.

- (C) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (D) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (E) 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, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

Provided that the Association's objects shall not extend to the regulation of relations between workers and employees of agencies.

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, 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 or the Charity Commissioners 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 of 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 four and one half per cent. 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 company or firm of which any member of the Council of Management or Governing Body may be a member, 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 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 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 income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.



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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

JAMES EDWIN SIGNAL, 376 Wokingham Road, Earley,  
Reading, Corn Merchants's Manager.

DENNIS HENRY EASBY, "Knayton", White Lane, Assenden,  
Henley-on-Thames, Solicitor.

EDWARD GEORGE ALDRED KYNASTON, 4 Oakley Road,  
Caversham, Reading, Company Secretary.

MICHAEL HENRY KEOGH, New Barn House, Pangbourne,  
Berks, Buyer.

ABRAM LEWIS MEADS, 348 Wokingham Road, Earley,  
Reading, Schoolmaster.

WILFRED JOSEPH STREATHER, West Wing House, Reading  
School, Reading, Schoolmaster.

RICHARD JAMES WILDER, 3 Argyle Street, Reading,  
Bank Clerk.

FRANCIS ALFRED WILSON, "Polperro", Eastcourt Avenue,  
Earley, Reading, Builder.

GUY MORGAN VERNON, 43 Highmoor Road, Caversham,  
Reading, Sales Manager.

---

Dated this 21st day of March 1951.

Witness to the above Signatures -

ARTHUR LESLIE RICHARD CRIEK,

20 St Annes Road

Caversham

Reading.

Architect.

The Companies Acts 1948 to 1986

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
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ARTICLES OF ASSOCIATION  
OF  
OLD REDINGENSIANS ASSOCIATION LIMITED

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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 -

<u>Words</u>	<u>Meanings</u>
The Act .....	The Companies Acts 1948 - 1986
These presents .....	These Articles of Association, and the regulations of the Association from time to time in force.
The Association .....	The above-named Company.
The Council .....	The Council of Management for the time being of the Association.
The Office .....	The registered office of the Association.
The Seal .....	The common seal of the Association.
Month .....	Calendar month.
In writing .....	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall not 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 in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

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

### **MEMBERSHIP**

3. The number of members with which the Association proposes to be registered is 1,000, but the Council may from time to time register an increase of members.

4. Former students, former masters and masters of Reading School shall be eligible for membership of the Association.

5. In addition to the members provided for in Article 4 hereof, persons other than students, masters and former masters of Reading School may be elected by the Association as honorary members as a mark of esteem or in recognition of good services or assistance to the Association or to Reading School. Every candidate for honorary membership shall be proposed by one member of the Association and seconded by another member, and the election of such candidates shall be by the members of the Association at the Annual General Meeting.

6. 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.

### **TERMINATION OF MEMBERSHIP**

7. The Council shall have power at its absolute discretion -

- (A) to suspend the membership of any member (thereby depriving him of all benefits of membership) for such period as it may consider just and reasonable; or

- (B) by the resolution of a majority of not less than four-fifths of the full Council to expel any member from the Association for any of the following reasons: -
- (a) for misconduct or objectionable behaviour on any premises or property of the Association towards any member of the Association;
  - (b) for any breach of the Association's rules;
  - (c) if he be convicted of an indictable offence.

8. Any member desiring to retire from membership may do so on giving to the Council notice in writing, and thereupon his name shall be removed from the register of members.

### SUBSCRIPTIONS

9. (A) The Association shall have the right to fix and from time to time to vary the amount of subscriptions to be paid by all members and shall prescribe the method and time of payment. The Association shall also have power to grant to any member exemption from the payment of subscriptions as a mark of esteem, in recognition of exceptional services to the Association, or for any other reason at its absolute discretion.

(B) Life members of the READING SCHOOL OLD BOYS CLUB as constituted on the 2nd day of December 1950 shall be life members of the OLD REDINGENSIANS ASSOCIATION LIMITED without payment of further subscription.

### RULES

10. The Association shall at the earliest opportunity after its incorporation adopt rules for the organisation and administration of its activities. Every member of the Association shall be provided with a copy of such rules on being accepted as a member of the Association, and every member shall diligently and faithfully observe such rules.

11. No alteration, modification or addition to such rules shall be made unless approved by a majority of members at a General Meeting.

## COLOURS AND EMBLEM

12. The Association's colours shall be dark blue, white, and light blue, and such colours shall be in proportions and of a pattern approved at a General Meeting of the Association.

13. The Association may at a General Meeting adopt a badge or emblem of such pattern as may be approved by a majority of three-fourths of members voting in person or by proxy.

## GENERAL MEETINGS

14. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held no more than fifteen months after the holding of the last preceding meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

16. 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.

17. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of 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 entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

18. 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

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

20. 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 fifteen members qualified as required by Article 32 and personally present shall be a quorum.

21. 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.

22. At every Annual General Meeting the President of the Association (referred to in Article 63 hereof) shall preside as Chairman, but if the President shall be unable to attend then the Vice-President (referred to in Article 65 hereof) shall be invited to preside, but if the Vice-President shall be unable to attend then the Chairman of the Council shall preside.

23. The Chairman of the Council shall preside as Chairman at every General Meeting other than Annual General Meetings, provided that if the Chairman of the Council shall deem it expedient that the President of the Association or the Vice-President should preside as Chairman at any such General Meeting he shall be invited to do so.

24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25. Any member of the Association desirous of moving a resolution at a General Meeting shall give notice in writing specifying the proposed resolution to the Secretary not less than one month before the date of such 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 members present in person and entitled to vote, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairmen or by at least ten members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 that resolution.

27. Subject to the provisions of Article 28, 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 provided hereinafter, every member shall have one vote.

32. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting. If it is afterwards discovered that a member voted on a resolution when he had not paid every subscription and other sum due and payable to the Association in respect of his membership that fact alone shall not invalidate the resolution.

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.

34. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. No person other than a member of the Association who is himself entitled to be present and to vote at a General Meeting shall be appointed a proxy.

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 or office 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, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. 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 or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

"OLD REDINGENSIANS ASSOCIATION LIMITED.

"I,

"of

"a member of OLD REDINGENSIANS ASSOCIATION LIMITED,

"hereby appoint

"of

"and failing him,

"of

"to vote for me and on my behalf at the [Annual or Extraordinary,

"or Adjourned, as the case may be] General Meeting of the Association

"to be held on the            day of            , and at every

"adjournment thereof.

"As witness my hand this            day of            19    ."

### BORROWING

38. The power of borrowing in excess of the sum of £1,000 shall only be exercised pursuant to resolution passed at a General Meeting of the Association, and only upon such security, at such rate of interest and upon such terms and conditions as may be approved by a resolution passed in General Meeting of the Association. All members of the Association, whether voting in favour of a resolution to borrow or otherwise, and all persons becoming members of the Association after the passing of such a resolution shall be deemed to have assented to the same as if they had voted in favour of such a resolution.

## COUNCIL OF MANAGEMENT

39. Until otherwise determined by a General Meeting the number of the members of the Council shall be not less than nine.

40. If at any time the Council shall be reduced in number to less than nine a General Meeting of the Association will be convened to elect additional members to provide at least the required number.

41. The Council shall consist of:-

- (A) The President and Vice-President.
- (B) The Secretary, Membership Secretary, Treasurer and Appeal Secretary.
- (C) The Head Master of Reading School.
- (D) One member to be elected by each sub-committee constituted to organise and administer a specific activity of the Association.
- (E) Nine other members of the Association without regard to their interest or participation in a specific activity or activities of the Association who may be nominated by any member or members of the Association.

42. The first members of the Council shall be the subscribers to the Memorandum of Association.

43. 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.

## PROCEEDINGS OF THE COUNCIL

44. Subject to the provisions of Article 45 hereof, the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Seven 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.

45. The Council shall meet at least once in every six months, and in addition shall meet immediately when convened by the Secretary at the direction of the Chairman.

46. The Council shall elect from amongst the members of the Council a Chairman who shall remain in office for one year. Such Chairman shall be eligible for

re-election for a second year of office, but may not be re-elected for more than a consecutive period of two years.

47. 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.

48. 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 or continuance in office 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 or had duly continued in office and was qualified to be a member of the Council.

49. 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.

50. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee 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.

#### **POWERS OF THE COUNCIL.**

51. Subject of the provisions of Articles 9, 10, 11, 12, 13, 37 and 52 hereof, 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 statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions

of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

52. Before exercising the powers of management conferred by Article 51 hereof in respect of any business involving the receipt or expenditure of money exceeding £1,000 or goods or articles or other assets of the Association exceeding that value the Council shall first obtain the resolution of a majority of members of the Association at a General Meeting in favour of such transaction.

### ROTATION OF MEMBERS OF THE COUNCIL

53. Members of the Council elected by sub-committees to represent any one particular activity of the Association in accordance with Article 41 (D) hereof shall not be eligible to sit on the Council for a consecutive period of more than three years.

54. Of the nine members of the Council referred to in Article 41 (E) hereof one-third shall retire from office at the end of three years from the date of incorporation of the Association and thereafter one-third of such members shall annually retire from membership to the intent that such members shall not be eligible for re-election for a consecutive period exceeding three years.

55. 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.

56. (A) The Association shall in Annual General Meeting elect members to fill-

- (a) the offices vacated under Articles 54 and 55;
- (b) any offices which are vacant owing to resignation or other cause.

The term of office a member so elected shall be computed from the time of election of the member he is replacing.

(B) Interim vacancies may be filled by the Council, such appointments to be valid until the next Annual General Meeting.

57. 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.

58. In addition and without prejudice to the provisions of section 184 of the Act, the Council may by Extraordinary Resolution remove any member of the Council for any reasons set out in Article 59 hereof or for any other reason, before the expiration of his period of office, and the Association shall in General Meeting by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

59. The office of a member of the Council shall be vacated -

- (A) If the membership of any member is suspended or if any member is permanently expelled from membership in accordance with the provisions of Article 7 hereof.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he becomes of unsound mind.
- (D) If he ceases to be a member of the Association.
- (E) If by notice in writing to the Association he resigns his office.
- (F) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (G) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (H) If he ceases to be a member by virtue of section 185 of the Act.

### SUB-COMMITTEES

60. The Council may from time to time constitute sub-committees to organise and administer a specific activity of the Association and the Council shall have power to select or approve the members of such sub-committees and shall prescribe their number.

61. The Council may delegate to such sub-committees all or any of its powers and shall prescribe and enforce regulations and conditions governing the work and activities of such sub-committees and the specific activity which it represents.

62. All sub-committees shall keep proper minutes and records and shall provide the Council and the Association with such reports and evidence of its business and activities as may be prescribed.

### **PRESIDENT AND VICE-PRESIDENT**

63. At each Annual General Meeting a President shall be elected for the ensuing year. So far as possible members nominated for election as President shall be selected as a mark of esteem or in appreciation of exceptional services to the Association.

64. A President shall be eligible for re-election for a second year of office but in no case shall a President remain in office for more than two consecutive years.

65. At each Annual General Meeting a Vice-President shall be elected for the ensuing year. So far as possible members nominated for election as Vice-President shall be selected as a mark of esteem or in appreciation of exceptional services to the Association.

66. A Vice-President shall be eligible for re-election for a second year of office, but in no case shall a Vice-President remain in office for more than two consecutive years.

67. The President and Vice-President shall be entitled to full right and liberty whilst in office to use and enjoy the Association's buildings, sports ground and other premises and sporting, recreational and social facilities and all other services and amenities of the Association without payment of any subscription, entrance fee or other charge, and the President and Vice-President shall on the termination of their terms of office be eligible to be elected to the Council in a capacity as defined by Article 41 (B), (D) and (E) hereof.

## SECRETARY AND TREASURER

68. The Secretary, Membership Secretary, Treasurer and Appeal Secretary shall be elected by the Association in Annual General Meeting and upon such conditions as the Association may think fit, and any Secretary, Membership Secretary, Treasurer and Appeal Secretary appointed may be removed at any time by the Association in General Meeting. The provisions of sections 177 and 179 of the Act shall apply and be observed.

## THE SEAL

69. 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.

## ACCOUNTS

70. 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 purchases of goods by the Association; and
  - (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

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

72. 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.

73. At the Annual General Meeting in every year the Council shall lay before the Association a proper 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 six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other 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 open to inspection and be read before the meeting as required by section 162 of the Act.

#### AUDIT

74. 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.

75. 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

76. 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.



77. 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 those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

78. 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

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

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JAMES EDWIN SIGNAL, 376 Wokingham Road, Earley,  
Reading, Corn Merchants's Manager.

DENNIS HENRY EASBY, "Knayton", White Lane, Assenden,  
Henley-on-Thames, Solicitor.

EDWARD GEORGE ALDRED KYNASTON, 4 Oakley Road,  
Caversham, Reading, Company Secretary.

MICHAEL HENRY KEOGH, New Barn House, Pangbourne,  
Berks, Buyer.

ABRAM LEWIS MEADS, 348 Wokingham Road, Earley,  
Reading, Schoolmaster.

WILFRED JOSEPH STREATHER, West Wing House, Reading  
School, Reading, Schoolmaster.

RICHARD JAMES WILDER, 3 Argyle Street, Reading,  
Bank Clerk.

FRANCIS ALFRED WILSON, "Polperro", Eastcourt Avenue,  
Earley, Reading, Builder.

GUY MORGAN VERNON, 43 Highmoor Road, Caversham,  
Reading, Sales Manager.

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Dated this 21st day of March 1951.

Witness to the above Signatures -

ARTHUR LESLIE RICHARD CRIEK,  
20 St Annes Road  
Caversham  
Reading.  
Architect.