

Number of  
Company

1090006/1

Form No. 41  
(No registration fee payable)

## THE COMPANIES ACTS 1948 to 1967

### Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the  
Name of the  
Company

SOCIETY FOR ENVIRONMENTAL

IMPROVEMENT

LIMITED

Presented by

Presentor's Reference GG

Farrer & Co.,

66 Lincoln's Inn Fields,

London WC2A 3LH

Oyez Publishing Limited, Oyez House, Breems Buildings, London EC4P 4BU. Publishing Subsidiary of The Solicitors' Law Stationery Society, Limited.  
F20402 16.3.72

Companies 6C

[P.T.O.]

I, Gerald Grusin

of 66 Lincoln's Inn Fields,

London WC2A 3LH

Do solemnly and sincerely declare that I am <sup>(a)</sup> A Solicitor of the

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor")" engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Supreme Court engaged in the formation

of Society for Environmental Improvement

Limited

and that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

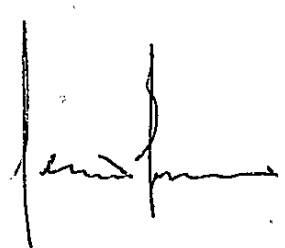
Declared at 1, Lincoln's Inn Fields

in Greater London

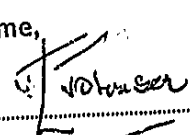
the 2<sup>nd</sup> day of January

one thousand nine hundred and

seventy three



Before me,



A Commissioner for Oaths <sup>(b)</sup>

(b) Or  
"Notary Public or  
"Justice of the  
"Peace, as the case  
"may be".

THE COMPANIES ACTS 1948 to 1967

---

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

---

1090006 | 2

M E M O R A N D U M

- AND -

ARTICLES OF ASSOCIATION

- OF -

SOCIETY FOR ENVIRONMENTAL IMPROVEMENT LIMITED

---

Incorporated the                      day of                      197

---

FARRER & CO.,  
66 Lincoln's Inn Fields,  
London, WC2A 3LH

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

SOCIETY  
~~FOUNDATION~~ FOR ENVIRONMENTAL IMPROVEMENT LIMITED

1. The name of the Company (hereinafter called "the Foundation") is "~~FOUNDATION~~ FOR ENVIRONMENTAL IMPROVEMENT LIMITED"  
SOCIETY

2. The registered office of the ~~Foundation~~ will be situate in England  
SOCIETY

3. The objects for which the ~~Foundation~~ is established are to promote the protection for the benefit of the public generally of the countryside and the improvement of the environment with a view to preserving the physical and mental health of the public and for the furtherance of that object but not otherwise :-

- (A) To amass or cause to be amassed information of relevance to environmental improvement and to disseminate such information
- (B) To promote the study of cause and effect of environmental change and economic social and physical factors affecting the environment  
Society
- (C) To pay or apply the property of the ~~Foundation~~ in any charitable manner which will further the aforesaid main objects  
Society
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the ~~Foundation~~ Society
- (E) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society ~~Foundation~~ as may be thought necessary in furtherance of the promotion of its objects
- (F) To undertake and execute any charitable trusts which may lawfully be undertaken by the ~~Foundation~~ and are conducive to its objects  
Society
- (G) To borrow or raise money for the purposes of the Society ~~Foundation~~ on such terms and on such security as may be thought fit
- (H) To invest the moneys of the ~~Foundation~~ not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(I) To take any gift of property, whether subject to any special trust or not, for any purpose within the main object of the Society *MD*

(J) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society *MD*  
~~Foundation~~ in the shape of donations, grants and bequests

(K) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes calculated to further the objects of the ~~Foundation~~ Society *MD*

(L) To do all such other things as are necessary to the attainment of the above objects or any of them *MD*

PROVIDED THAT :-

(i) In case the ~~Foundation~~ Society shall take or hold any property which may be subject to any trusts, the ~~Foundation~~ Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts *MD*

(ii) The ~~Foundation~~ Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the ~~Foundation~~ Society would make it a Trade Union *MD*

(iii) In case the ~~Foundation~~ Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the ~~Foundation~~ Society 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 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 General Council or Governing Body have been if no incorporation had been effected and the incorporation of the ~~Foundation~~ Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such General Council or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the ~~Foundation~~ Society were not incorporated *MD*

(iv) Provided that (except with the consent of the Secretary of State for Trade and Industry) the ~~Foundation~~ Society shall not acquire hold or retain either itself or through nominees shares or other rights in any other company which in the aggregate carry the right to exercise more than 40% of the total voting *MD*

rights exercisable at a general meeting of such company by all its members, and for this purpose shares or rights in a company which are owned or exercisable by officers of the ~~Foundation~~ Society or members of its Council of Management or Governing Body or persons otherwise concerned in its management shall be deemed to be held by the Society ~~Foundation~~ through nominees

4. The income and property of the ~~Foundation~~ Society derived, shall be applied solely towards the promotion of the objects of the ~~Foundation~~ Society 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 ~~Foundation~~ Society

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the ~~Foundation~~ Society, or to any member of the ~~Foundation~~ Society, in return for any services actually rendered to the ~~Foundation~~ Society, nor prevent the payment of interest at a rate not exceeding whichever is the higher of the two following rates, namely 6 per centum per annum or 2 per centum over Bank Rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the ~~Foundation~~ Society; but so that no member of the General Council or Governing Body of the ~~Foundation~~ Society shall be appointed to any salaried office of the ~~Foundation~~ Society or any office of the Foundation paid by fees, and shall no remuneration or other benefit in money or money's worth shall be given by the ~~Foundation~~ Society to any member of such General 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 ~~Foundation~~ Society; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the General Council or Governing Body may be a member, and 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. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade and Industry

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Secretary of State for Trade and Industry to the ~~Foundation~~ Society in pursuance of Section 19(1) of the Companies Act 1948 is subject

7. The liability of the members is limited

8. Every member of the ~~Foundation~~ Society undertakes to contribute to the assets of the ~~Foundation~~ Society, 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 ~~Foundation~~ Society 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 £1

9. If upon the winding up or dissolution of the ~~Foundation~~ Society 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 Society, but shall be given or transferred to some other charitable institution or institutions with objects similar to those of the Society, 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society 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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*Barney [unclear]*  
Europe House  
Godalming  
Surrey.

Company Director

*Mr. [unclear]*  
Landover.

The Raskell, Loxhill  
Godalming, Surrey.

*Mr. [unclear]*  
Company Director

51. Farnham Rd  
London W14

*Mr. [unclear]*  
Lakes Lodge  
Loxwood  
Surrey  
Company Director

WITNESS to the above signatures :-

*Peter Whiteley*

DATED this *fourth* day of September 1972

*95. Kahn Place*

*London SW1.*

*company director*

107000007

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

~~THE SOCIETY~~  
~~FOUNDATION~~ FOR ENVIRONMENTAL IMPROVEMENT LIMITED

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 Act, 1948, as amended by the Companies Act, 1967
These presents	These Articles of Association, and the regulations of the <del>Foundation</del> from time to time in force <i>Society</i>
The <del>Society</del> <del>Foundation</del>	The above named Company
The Council	The General Council for the time being of the <del>Foundation</del> Society
The Office	The registered office of the <del>Foundation</del> Society
The Seal	The Common Seal of the <del>Foundation</del> Society
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, or produced by any substitute for writing, 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 in force at the date on which these presents become binding on the ~~Foundation~~ *Society* shall, if not inconsistent with the subject or context, bear the same meanings in these presents

2. The number of members with which the ~~Foundation~~ *Society* proposes to be registered is 25, but the Council may from time to time register an increase of members

3. The provisions of section 110 of the Act shall be observed by the ~~Foundation~~ *Society*, and every member of the ~~Foundation~~ *Society* shall either sign a written consent to become a member or sign the register of members on becoming a member

4. The ~~Foundation~~ *Society* is established for the purposes expressed in the Memorandum of Association

5. The members of the ~~Foundation~~ <sup>Society</sup> shall consist of the subscribers to its Memorandum of Association and such other persons as the Council shall from time to time admit to membership thereof, the Council having an absolute discretion as to the admission of any person to membership and not being bound to give any reason for their decision

6. A member shall ipso facto cease to be a member of the ~~Foundation~~ <sup>Society</sup>:  
~~Foundation~~:

(A) If he resigns by giving notice in writing to the ~~Foundation~~ <sup>Society</sup> of his intention so to do, in which case he shall cease to be a member on receipt of the notice, by the ~~Foundation~~ <sup>Society</sup>; or

(B) If at a General Meeting of the ~~Foundation~~ <sup>Society</sup> a resolution is passed by the votes of not less than three fourths of those present, after giving the member a proper opportunity of being heard, that it is not in the interests of the ~~Foundation~~ <sup>Society</sup> that he continue a member

7. The rights and privileges of a member shall be personal to himself and shall not be transferable by his own act or by operation of law, and shall cease on his death or on his ceasing to be a member

8. Where any member has ceased for any reason to be a member it shall be within the power of the Council, either unconditionally or on such conditions as may to them seem expedient, to reinstate him as a member

9. Any person ceasing to be a member shall nevertheless remain liable to pay all sums (if any) personally payable by him to the ~~Foundation~~ <sup>Society</sup> at the date of his ceasing to be a member

#### GENERAL MEETINGS

10. The ~~Foundation~~ <sup>Society</sup> 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 Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the ~~Foundation~~ <sup>Society</sup> 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

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

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General 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

13. 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 ~~Foundation~~ <sup>Society</sup>; 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

14. 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

15. All business shall be deemed special that is transacted at an Extraordinary General 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

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 three members personally present shall be a quorum

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 Council may determine, 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. 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 be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the ~~Foundation~~ Society who shall be present to preside

19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three 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 a 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 ~~Foundation~~ Society 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. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, 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, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second 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 and it may be withdrawn at any time before the poll is taken

#### VOTES OF MEMBERS

25. On a show of hands every member who is present in person shall have one vote. On a poll every member who is present in person or by proxy shall have one vote

26. The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or an office or notarially certified copy of such power or authority, shall be deposited at the Office, not less than 48 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 24 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution

28. An instrument of proxy may be in any form which the Council shall approve. A proxy need not be a member of the ~~Foundation~~ Society

29. Where it is desired to afford members an opportunity of voting by proxy for or against a resolution, the instrument of proxy shall be in a form enabling a member to direct the proxy as to the manner in which his votes are to be exercised

30. 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 such death, insanity or revocation shall have been received by the ~~Foundation~~ Society at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

#### THE COUNCIL

31. The number of the members of the Council shall be not less than 3 nor more than 15

32. The first members of the Council shall be the Subscribers to the Memorandum of Association

33. (A) At the first meeting of the members of the Council there shall be elected a Chairman who shall hold office for such time as the Council may determine

(B) The Council may from time to time and at any time elect such honorary officers of the ~~Foundation~~ Society (including a Patron)

and a President) who shall hold office for such time and on such terms as the Council may from time to time determine

34. The Council may from time to time and at any time appoint any member of the ~~Foundation~~ <sup>Society</sup> 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

35. There shall be no age limit for members of the Council

#### POWERS OF THE COUNCIL

36. The affairs of the ~~Foundation~~ <sup>Society</sup> shall be managed by the Council who may pay all expenses incurred in forming and registering the ~~Foundation~~ <sup>Society</sup>, and may exercise all such powers of the ~~Foundation~~ <sup>Society</sup> as are not by the Statutes or by these presents required to be exercised by the ~~Foundation~~ <sup>Society</sup> in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Ordinary Resolution of the ~~Foundation~~ <sup>Society</sup> in General Meeting; but no regulation made by the ~~Foundation~~ <sup>Society</sup> in General Meeting shall invalidate any prior act of the Council which would have been valid if the regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article. It shall be lawful for the Council to appoint a Management Committee and Liaison Committee regarding the carrying out of the objects of the Trust and such other matters as the Council may think fit to refer and delegate to such Committee or Committees

37. The Council may by power of attorney under the Seal appoint any corporation firm or person, or any fluctuating body of persons nominated either directly or indirectly by them, to be the attorneys of the ~~Foundation~~ <sup>Society</sup> for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these presents) and for such period and subject to such Conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him

38. The Council shall engage all such officers and servants as they may consider necessary and shall regulate their duties and fix their salaries

39. The Council may exercise all the powers of the ~~Foundation~~ <sup>Society</sup> to borrow money, and to mortgage or charge its property, and to issue debentures and any other securities whether at par or at a discount on terms provided for or repayable at a premium

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the ~~Foundation~~ <sup>Society</sup> shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine

#### SECRETARY

41. 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 an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

#### THE SEAL

42. The Seal of the ~~Foundation~~ <sup>Society</sup> shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least one member of the Council and of the Secretary both of whom 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 ~~Foundation~~ <sup>Society</sup> such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

43. 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 ~~Foundation~~ <sup>Society</sup>
  - (D) If by notice in writing to the ~~Foundation~~ <sup>Society</sup> he resigns his office
  - (E) If he ceases to hold office by reason of any order made under section 188 of the Act
  - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act

#### ROTATION OF MEMBERS OF THE COUNCIL

44. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one third shall retire from office

45. 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

46. The ~~Foundation~~ <sup>Society</sup> may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost

47. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of 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 four nor more than twenty eight intervening days

48. The ~~Foundation~~ <sup>Society</sup> 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

#### PROCEEDINGS OF THE COUNCIL

49. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A member of the Council may, and the Secretary on the request of such a member shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom

50. The quorum necessary for the transaction of the business of the Council may be fixed by them, and unless so fixed at any other number shall be three. An alternate appointed by a member of the Council shall be counted in a quorum at a meeting at which the member appointing him is not present. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council

51. 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

52. 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 ~~Foundation~~ <sup>Society</sup> for the time being vested in the Council generally

53. 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 exercise 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

54. 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

55. 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 ~~Foundation~~ <sup>Society</sup> 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

56. 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 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

#### ACCOUNTS

57. The Council shall cause proper books of account to be kept with respect to :-

(A) all sums of money received and expended by the ~~Foundation~~ <sup>Society</sup> and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the ~~Foundation~~ <sup>Society</sup>; and

(C) the assets and liabilities of the ~~Foundation~~ <sup>Society</sup>

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 ~~Foundation~~ <sup>Society</sup> and to explain its transactions

58. 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

59. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the ~~Foundation~~ <sup>Society</sup> or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the ~~Foundation~~ <sup>Society</sup> except as conferred by statute or authorised by the Council or by the ~~Foundation~~ <sup>Society</sup> in General Meeting

60. At the Annual General Meeting in every year the Council shall lay before the ~~Foundation~~ <sup>Society</sup> 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 ~~Foundation~~ <sup>Society</sup>) made up to a date not more than four 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, subject nevertheless to the provisions of section 158(1)(c) of the Act, 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 14 of the Companies Act 1967

## AUDIT

61. Once at least in every year the accounts of the Society Foundation 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

62. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections

## NOTICES

63. A notice may be served by the <sup>Society</sup> Foundation 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

64. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the <sup>Society</sup> Foundation 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 and as provided by the Act, 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 Foundation Society

65. 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

66. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the <sup>Society</sup> Foundation shall have effect as if the provisions thereof were repeated in these Articles

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

~~Bongole~~  
Bongole Francis  
Godalming  
Surrey Company Director.

John George. The Rectory, Loxhill  
Leamington. Godalming, Surrey

Richard Smith 57. Farnham  
Company Director Road  
London W14

John May. Laken Lodge, Loxwood, Sussex  
Company Director

WITNESS to the above Signatures :-

Peter Whitchey  
DATED this twenty-seventh day of September 1972

95, Kalam Place  
London SW1  
Company Director.



## CERTIFICATE OF INCORPORATION

No. 1090006

I hereby certify that

**SOCIETY FOR ENVIRONMENTAL IMPROVEMENT LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 5th January 1973

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

(N. TAYLOR)  
Assistant Registrar of Companies