

MEMORANDUM OF ASSOCIATION of KEW COMMUNITY TRUST  
*Formerly St. Luke's Community Trust, change of name agreed at AGM on 5<sup>th</sup> July 2004*

*As re-typed March 2003, with amendments to membership terms (Clauses 4 & 5)  
As agreed at AGM on 8th July 2002 and further amended (Articles 10 and 12)  
by Special Resolution passed at the AGM on 26 October 2023*

1. The name of the company (hereinafter called "The Association") is Kew Community Trust.
2. The registered office of the Association will be situated in England.
3. (A) The objects for which the Association is established are:
  - (a) to relieve the aged and elderly and handicapped people in need in any manner which is now or hereafter may be deemed by law to be charitable.
  - (b) To promote and prosecute educational courses for people who are unemployed, single parents, and generally other people to assist them in meeting change in society and to hold conferences thereon and otherwise to advance education.
  - (c) To promote the benefit of the inhabitants of the Area of Benefit (the Area of Benefit meaning the area comprised within the electoral boundaries of Kew and Richmond Town Wards together with the area on the north side of the railway line bounded by Clifford Avenue, Lambert Avenue, Manor Grove, Manor Road and Lower Richmond Road as such areas are together shown on the plan annexed hereto hatched in red) without distinction of sex or of political religious or other opinions by providing facilities in the interest of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.
  - (d) To co-operate with any other charitable body or institution having among its objects charitable trusts or purposes of a similar nature to those aforesaid and with the local authorities and government bodies in the pursuit of the said purposes of any one of them.
  - (e) To establish and maintain or assist in establishing and maintaining a centre or centres for the purposes or any one or more of them of the Association.
  - (f) To provide and furnish and fit out with all necessary furniture and other equipment and to maintain and manage such buildings and other properties as may from time to time be required for the purposes or any one or more of them of the Association (hereinafter called "the Principal Objects").
3. (B) In the furtherance of the Principal Objects but not otherwise the Association shall have power:
  1. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association;
  2. To construct maintain and alter any houses buildings or works necessary or convenient for the purposes of the Association;
  3. To take any gift or grant of property, whether subject to any special trust or not for any one or more of the objects of the Association;
  4. To take such steps by personal or written appeals public meetings exhibitions, fetes, sales of work, raffles, hiring out of their property or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to an increasing the funds of the Association;
  5. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
  6. To sell, manage, lease, mortgage, dispose of, licence or otherwise deal with all or any part of the property of the Association;
  7. To borrow and raise money in such manner and on such security as the Association may think fit;
  8. To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or properties 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;
  9. To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association;

10. To subscribe to any local or other charities, and to grant donation for any charitable public purpose, and to provide a superannuating fund for the servants of the Association, or otherwise to assist any such servants, their widows and children;
11. To establish and support and to aid in the establishment and support of any other associations formed for all or any of the objects of the Association;
12. To amalgamate with any charitable companies institutions societies trusts or associations having objects altogether or in part similar to those of the Association;
13. To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the charitable companies institutions societies or associations with which the Association is authorised to amalgamate;
14. To transfer all or any part of the property assets liabilities and engagements of the Association to any one or more of the charitable companies institutions societies or associations with which the Association is authorised to amalgamate;
15. To do all such other lawful things as are incidental or conducive to the attainment of the Principal Objects or any of them

Provided that: -

- i. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- ii. The Association 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 Association would make it a trade union;
- iii. In case the Association 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 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 council of management or governing body 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 council of management or governing body 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 of the High Court of Justice or the Charity Commissioners over such council of management or governing body 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.
- iv. 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 divided 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 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 or licensed to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such manner 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.

- v. No such addition alteration or amendment shall be made to or in the provisions of the Memorandum of Articles of Association for the time being in force as shall make the Association a company to which Section 25 of the Companies Act 1981 does not apply.
- 16. The liability of member is limited
- 17. 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 liabilities and the debts 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 they may be required not exceeding £3.00.
- 18. 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 body having objects similar to the objects of the Association or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the company).

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. (See separate list)

## ARTICLES OF ASSOCIATION

### GENERAL

- 1. In these Articles:- "the Acts" means the Companies Acts 1948-1982  
 "the Area of Benefit" means the area as so defined in the Memorandum of Association  
 "the Association" means this company  
 "the Principal Act" means the Companies Act 1948  
 "the Seal" means the common seal of the Association  
 "Secretary" means any person appointed to perform the duties of the Secretary of the Association.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, lithography, photographic and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

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

### MEMBERS

- 3. The number of members with which the Association proposes to be registered is 500 but the Management Committee may from time to time register an increase of members.
- 4. (1) The subscriber to the Memorandum of Association shall be the first members of the Association.
- 4. (2) Persons who are: - a. either on the electoral roll for Kew or Richmond Town wards: or  
 b. who have an established connection within the Area of Benefit either by way of residence or employment within the Area of Benefit or by way of membership of an established society or body or Church within the Area of Benefit or by way of connection with an established trade or business carried on within the Area of Benefit shall be entitled to become members of the Association by signing and returning to the Secretary of the Association an application for membership of the Association accompanied by an admission fee of £10.00 in the following form:

"To the Management Committee, Kew Community Trust      Dated                      20

Dear Sirs

- (1) I hereby apply for membership of the Kew Community Trust subject to its Memorandum and Articles of Association;
- (2) I enclose a cheque for £10.00 in favour of the Kew Community Trust as my initial membership fee;
- (3) I declare that I support the objects of the Kew Community Trust;
- (4) I recognise:- a. that if I wish to continue as a member of the Association I will be required to pay an annual subscription of £10.00, payment in respect of the next calendar year being due on 1<sup>st</sup> January of such calendar year; b. that if the Association is wound up I may be required to contribute a further sum not exceeding;
- (5) I confirm that the address for service of notices on me is as above and that I will notify you should I change my address.

Yours faithfully,

Persons not entitled to membership under sub-Article (2) above may be admitted to membership (subject to completion of the same application form and payment of the same fee at the discretion of the Management Committee.

4. (3) Persons who are: - a. either on the electoral roll for Kew or Richmond Town wards; or b. who have an established connection within the Area of Benefit either by way of residence or employment within the Area of Benefit or by way of membership of an established society or body or Church within the Area of Benefit or by way of connection with an established trade or business carried on within the Area of Benefit shall be entitled to become Community Supporters of the Association if they agree to donate a minimum of £50.00 per annum to Kew Community Trust. Such Community Supporters shall be entitled to become members of the Association and £10.00 of their donation shall be deemed to be their annual subscription.

#### SUBSCRIPTIONS

5. Each member shall pay a subscription fee of £10.00 in respect of each calendar year other than that in which the member was admitted to membership payment being due on 1<sup>st</sup> January of such year.
6. The Committee of Management may by notice in writing remove from membership any member who is more than six months in arrears in payment of subscription moneys or any member who in the opinion expressed by a resolution of the majority of the Management Committee has acted in such a way as to bring the Association into disrepute or is otherwise unfit to be a member or any member who has not for a period in excess of two years been qualified for membership under sub-Article (2) of Article 4 hereof PROVIDED THAT any member in relation to whom any such resolution is to be proposed shall be entitled to address the Committee of Management when the Management Committee considers the same.

#### GENERAL MEETINGS

7. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. PROVIDED THAT so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Committee of Management shall appoint.
8. All general meetings other than annual meetings shall be called extraordinary general meetings.

9. The Committee of Management may whenever they think fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisitionists as provided by Section 132 of the Principal Act. If at any time there are not sufficient of the Committee of Management capable of acting to form a quorum any member of the Management Committee or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Management Committee.

#### NOTICE OF GENERAL MEETINGS

10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and/or if the meeting is online, the details by which persons may participate and in the case of special business the general nature of that business shall be given, in manner hereinafter mentioned or in such manner other if any as may be prescribed by the Association in general meeting to such persons as are under the Articles of Association entitled to receive such notice from the Association.
11. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETING

12.1 All general meetings must be held in accordance with the following provisions:

(1)(A) The Management Committee may make whatever arrangements it considers appropriate to enable members attending a general meeting to exercise their rights to speak or vote at it.

(1)(B) In determining attendance at a general meeting it is immaterial whether any two or more members attending it are in the same place as each other.

(1)(C) Two or more persons who are not in the same place as each other attend a general meeting if they are able to exercise rights to speak and vote at that meeting.

(1)(D) A person is able to exercise the right to speak at a general meeting if that person can during the meeting communicate to all those attending any information or opinion which that person has concerning the business of the meeting.

(1)(E) A person can exercise the right to vote at a general meeting if: (i) that person can vote during the meeting on resolutions put to the vote at the meeting; and (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

12. 2 All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Management Committee and auditors, the election of members of the Management Committee in the place of those retiring and the appointment of and fixing of the remuneration of the auditors.
13. At the time when the meeting proceeds to business save as herein otherwise provided, fifteen members present in person shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon 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 to such other day and at such other time and place as the Management Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
15. The Chairman if any of the Management Committee shall preside as Chairman at every general meeting of the Association or if there is no such Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Management Committee present shall elect one of their number to be Chairman of the meeting.
16. If at any meeting no member of the Management Committee is willing to act as Chairman or if no member of the Management Committee is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.
17. 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

left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution put to the vote of the meeting shall be decided on the show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- a. by the Chairman; or
  - b. by at least three members present in person; or
  - c. by members present in person and constituting not less than one tenth of the total membership of the Association.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

19. Except that as provided in Article 21 a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
22. Subject to the provisions of the Acts a resolution in writing signed by all the members shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

#### VOTES OF MEMBERS

23. Every Member shall have one vote.
24. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid
25. On a poll votes must be given personally. No member shall have the right to appoint a proxy.
26. The Management Committee shall have not more than 15 nor less than 10 members. The names of the first members of the Management Committee shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. Not more than three calendar months shall separate meetings of the Management Committee.
27. Subject to Clause 4 of the Memorandum of Association of the Association the members of the Management Committee shall not receive any remuneration or other benefit in money or moneys worth from the Association.
28. The Management Committee may (subject if applicable to the consent of the Charity Commissioners) exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to grant security for any debt, liability or obligation of the Association.

#### POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

29. (i) The Association and its property and affairs shall be under the control and management of the Committee of Management which may exercise all such powers of the Association as are not by the Acts or by these Articles required to be exercised by the Association in general meeting and generally do all things necessary or expedient for the due conduct of the affairs of the Association subject nevertheless to the Provisions of the Acts or these Articles and to such regulations, being not inconsistent with the aforesaid 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 Management Committee which would have been valid if that regulation had not been made.
- (ii) The Management Committee shall engage all such officers and servants as they may consider fit and shall regulate their duties and (subject to Clause 4 of the Memorandum of Association of the Association) fix their salaries.

30. All cheques, promissory notes, draft bills of exchange and other negotiable instruments and all receipts for moneys paid to the Association shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Management Committee shall from time to time by resolution determine.
31. The Management Committee shall cause minutes to be made in books provided for the purpose: -
- a. of all appointments of officers made by the Management Committee;
  - b. of the names of the members of the Management Committee present at each meeting of the Management Committee and of any committee of the Management Committee;
  - c. of all the resolutions and proceedings at all meetings of the Association and of the Management Committee and of committees of the Management Committee; and every member of the Management Committee present at any meeting of the Management Committee shall sign his name in a book to be kept for this purpose.

#### DISQUALIFICATION OF MEMBERS OF MANAGEMENT COMMITTEE

32. The office of a member of the Management Committee shall be vacated if the member of the Management Committee:-
- (i) resigns his office by notice in writing to the Association;
  - (ii) ceases to be qualified for membership under sub-Article (2) of Article 4 hereof;
  - (iii) is absent from all meetings of the Management Committee during a period of two years;
  - (iv) makes a composition or arrangement with his creditors;
  - (v) is in the opinion expressed by resolution of the majority of the Management Committee incapacitated from acting or who in the said opinion has acted in such a way as to bring the Association into disrepute or otherwise is unfit to act (subject to the like provision as is contained in Article 6 of these Articles of Association).

#### ROTATION OF MEMBERS OF MANAGEMENT COMMITTEE

33. At every annual general meeting of the Association (excluding the first) one third of the members of the Management Committee for the time being or if their number is not a multiple of 3 then the number nearest one third shall retire from office.
34. The members of the Management Committee to retire in every year shall be those who have been longest in office since their last election and as between persons who became members of the Management Committee on the same date those to retire shall unless otherwise agreed amongst themselves be determined by lot.
35. A retiring member of the Management Committee shall be eligible for re-election.
36. The Association may, at the meeting at which a member of the Management Committee retires in manner aforesaid, fill the vacated office by electing a person thereto and in default the retiring member of the Management Committee shall, if offering himself for election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such a vacated office or unless a resolution for the re-election of such member of the Management Committee shall have been put to the meeting and lost.
37. No person other than a member of the Management Committee retiring at the meeting shall unless recommended by the Management Committee be eligible for election to the Management Committee at any general meeting unless not less than three nor more than 21 days before the date appointed for the meeting there shall have been left at the registered office of the Association notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such a person for election and also notice in writing signed by that person of his willingness to be elected.
38. The Association may from time to time by ordinary resolution increase or reduce the number of Management Committee and may also determine in what rotation the increased or reduced number is to go out of office.

39. The Management Committee shall have power at any time and from time to time to appoint any person to be a member of the Management Committee either to fill a casual vacancy or as an addition to the existing Management Committee but so that the total number of the Management Committee shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Management Committee so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the members of the Management Committee who are to retire by rotation at such meeting.
40. The Association may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Principal Act remove any member of the Management Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the Management Committee.
41. The Association may by ordinary resolution appoint another person in place of the member of the Management Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Management Committee under Article 39, the Association in general meeting may appoint any person to be a member of the Management Committee either to fill a casual vacancy or as an additional member of the Management Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Management Committee of the day on which the member of the Management Committee in whose place he is appointed was last elected as a member of the Management Committee.

#### PROCEEDINGS OF THE MANAGEMENT COMMITTEE

42. The Management Committee may meet together for the transaction of business adjourn and otherwise regulate their meetings as they see fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. Any three members of the Management Committee may and the Secretary on the requisition of any three members of the Management Committee shall at any time summon a meeting of the Management Committee.
43. The quorum necessary for the transaction of business of the Management Committee may be fixed by the Management Committee and unless so fixed shall be seven.
44. The Management Committee may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of the Management Committee the continuing member of the Management Committee may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association but for no other purpose.
45. The Management Committee may elect a Chairman at their meeting and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for the holding of the same the Management Committee present may choose one of their number to be chairman of the meeting.
46. The Management Committee may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee. The Management Committee may co-opt onto any such Committee such persons who are members of the Association but not of the Management Committee as the Management Committee shall specify and shall determine their period of office PROVIDED THAT: -
  - (i) the number of members of any committee who are co-opted shall not exceed one third of the total membership of that committee;
  - (ii) a quorum of any committee shall not be present unless there is a majority of non-co-opted members on that committee.
47. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.



48. The committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
49. All acts done by any meeting of the Management Committee or of a committee of the Management Committee or by any person acting as a member of the Management Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Management Committee 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 Management Committee.
50. A resolution in writing signed by all the members of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the members of the Management Committee duly convened and held. The same shall apply in relation to resolutions signed by all members of a committee of the Management Committee.

#### SECRETARY

51. The Secretary shall be appointed by the Management Committee for such term at such remuneration (subject to Clause 4 of the Memorandum of Association or the Association) if any and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
52. A provision of the Acts or of these Articles requiring or authorising a thing to be done by or to a member of the Management Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Management Committee and as or in place of the secretary.

#### THE SEAL

53. The Management Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Management Committee or of a committee of the Management Committee authorised by the Management Committee in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose.

#### ACCOUNTS

54. The Management Committee shall cause proper books of accounts to be kept with respect to:-
  - a. all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - b. all sales and purchases of any of the 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 accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.
55. The books of accounts shall be kept at the registered office of the Association or subject to Section 147(3) of the Principal Act at such other place or places as the Management Committee thinks fit and shall always be open to the inspection of the members of the Management Committee.
56. The Management Committee 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 Association or any of them shall be open to the inspection of members not being members of the Management Committee and no members not being members of the Management Committee shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by members of the Management Committee or by the Association in general meeting.
57. The Management Committee shall from time to time in accordance with the Acts cause to be prepared and laid before the Association in general meeting such profit and loss accounts balance sheets and reports as are referred to in those provisions.

58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the auditor's report shall (subject to the requirements of the Acts) not less than 21 days before the date of the meeting be made available for inspection at the principle place at which the activities of the Association are carried out.

#### AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with the Acts.

#### NOTICES

60. A notice may be given by the Association to any member either personally or by sending it by post to him at the address supplied by him to the Association for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the note and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
61. Notice of every general meeting shall be given in any manner herein before authorised to:
- a. every member except those members who have not supplied to the Association an address for the giving of notices to them; and
  - b. the auditors for the time being of the Association. No other person shall be entitled to receive notices of general meetings.

#### WINDING UP

62. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be so wound up. Clauses 7 and 8 of the Memorandum of Association shall have effect as if the provisions thereof were repeated herein.

(Names, Addresses and descriptions of Subscribers on separate list)