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THE SICKLE CELL SOCIETY
54 Station Rd, London, NW10 4UA.

**MINUTES OF THE 23rd AGM, AT THE COMMONWEALTH INSTITUTE,
KENSINGTON HIGH STREET, LONDON, ON SATURDAY 22ND JUNE 2002.**

1- Opening.

The meeting was called to order at 5.45pm by Mr Michael Asampong, Deputy Secretary of the Society. After welcoming delegates, who had travelled from various parts of the country, he then introduced Ms Marvelle Brown, the Society's Vice Chair, who was standing in for the Chairman, Mr Linserd Miller, unavoidably late.

Ms Brown introduced the out-going Board members present.

2- Minutes of 22nd AGM.

Dr Asa'ah Nkohkwo, the Company Secretary, presented the minutes of the AGM held at the same venue, on 23rd of June 2001. A break from recent tradition, he was presenting processed minutes and not an audio-typed transcript of proceedings. Mr Bruce Cheltenham, seconded by Mr Lambert Bonnick, attested to the accuracy of the minutes.

3- Matters Arising from the Minutes. There was none.

Dr Nkohkwo then read out the list of apologies for the day, before handing over to the acting chairman.

4- Constitutional Amendment. (see proposed revised version circulated).

As mandated by the 22nd AGM, the Board had undertaken a review of the Society's governing document, during the year. The draft Memorandum and Articles of Association, indicating proposed changes in italics, had therefore been circulated to members prior to the AGM, with a guide letter from the out-going Director of the Society, Ms Janet Campbell. Ms Brown therefore went through the proposed revised version, giving clarifications as requested from the audience.

The following resolution was passed, with one abstention and a single contra vote: ✓

that the revised version of the Articles be adopted by the membership at the AGM as the new governing document.

5- Report by the out-going Director, Janet Campbell.

The Society, from the last AGM, had embarked on a re-structure of its services. Due largely to funding difficulties there had had to be redundancies, reducing staffing levels from 13 to 8, at the end of June 2002. The year saw an increased reliance on

volunteers, who now numbered 41, including 16 supporting our family respite support care scheme.

She also heralded a change in the nature of our services, towards regional support care projects, piloting in Greater London, to expand outside London in phase 2. She detailed on the role regional care advisors will play in the delivery on these reconfigured services, notably in respite, befriending, hospital visiting, welfare advice and counselling. These will however depend on the availability of funding grants.

Our Health Information Officer had also worked with probation services to deliver courses in Leeds, Macclesfield and Peterborough. While our volunteering strategy had involved other community groups including women's welfare groups.

6- Financial Report (see Annual Accounts circulated).

The Treasurer, Mr Neville Samuda presented the Annual Accounts for 2001-2002. The accounts showed a huge drop in income, of £ 100 000 to £ 347 000, compared to the previous year. Thanks to our reserves we were still able to avoid a net deficit. Our reserves to be carried forward therefore fell to £ 131 000. There was therefore the need to redouble our fundraising efforts.

7- Election of Management Committee.

Without any questions, the meeting proceeded to election of the management committee, under the supervision of the out-going Company Secretary, who was also standing down from the Board. Dr Asa'ah Nkohkwo explained the voting procedure. With the immediate effect of the new Articles, the Board was now enlarged to 14 places, as opposed to the previous 12. The candidates presented themselves, the votes were cast, and counting started in the fringes, while the proceedings progressed onto stage II of the evening.

8- Lecture: "A Social History of Sickle Cell", by Dr Simon Dyson.

Dr Dyson, Reader in Sociology at De Montfort University, Leicester, has worked and written a lot on sickle-cell issues.

He then presented a review of the social history of the sickle-cell disorders from 1910 to-date, highlighting milestones and key literature, as well as the roles of various populations and scholars in Africa, America and Europe. Dr Dyson was latterly involved with the planned NHS Haemoglobinopathy Screening Campaign Programme, for 2004, in which he was specifically addressing the "Ethnic Question" dimension, through his unit, www.tascunit.com, based in Leicester.

9- New Board of Directors.

The results of the elections were available, and following staff introductions, the new Board was announced as follows:

- Mr Linserd Miller
- Mrs Sherlene Rudder MBE

- Mr Neville Samuda
- Mr Bruce Cheltenham
- Ms Marvelle Brown
- Dr Philip Nortey
- Mrs Gloria Maughan
- Ms Fortune Esimaje
- Mr Michael Asampong
- Ms Patsy Francis
- Mrs Oneta Bridge
- Ms Cheryl-Ann Chaplin
- Ms Beverley Thomas-Watson
- Ms Lorna Bennett.

The first Board meeting will be held on the 17th July 2002, at the Society headquarters, 54 Station Road, London, NW10 4UA, starting at 7pm. On the agenda will be induction of new Board members and appointment of Officers of the Society.

10- Society Awards

Various awards of the Society were presented to the winners, by Mr Derrick Evans (alias Mr Motivator), a patron of the Society. Winners were as follows:-

The Outstanding Achievement Award: Miss Michaela Miller

The Black on Black award (Adult): Ms Suzi Crawford

The Black on Black (Junior):

- 1st Prize- Noridia James
- 2nd Prize- Yasmin Sannie
- 3rd Prize- Daniel Kivonde

Volunteering Awards:

- 1 – Pansy Gabriel
- 2 – Lucreta La Pierre
- 3 – Grace Shasanya
- 4 – Beverley Thomas-Watson
- 5 – Claudette Thompson

Special Volunteering Award: Lorraine Banton

11- Refreshments:

A full buffet was then laid out to complete the evening, following a vote of thanks by Ms Marvelle Brown.


Dr Asa'ah Nkohkwo
Company Secretary


Mr Linserd Miller
Chairman

2840865

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

COMPANIES HOUSE 05/12/02
 A0RTDQAX 0665
 A01 28/11/02
 COMPANIES HOUSE
 COMPANIES HOUSE 14/11/02
 A13QLGELM 0181
 A13 28/09/02
 COMPANIES HOUSE

THE SICKLE CELL SOCIETY

1. NAME

The Company's name is THE SICKLE CELL SOCIETY (herein referred to as "the Society").

2. OFFICE

The Society's Registered Office is to be in England and Wales.

3. OBJECTS

The Society's objects are:

- (a) The relief of persons suffering from Sickle Cell Disease;
- (b) The relief of poverty among members of the immediate family of persons who are suffering, or who, immediately before their death, suffered from Sickle Cell Disease;
- (c) The provision of facilities for recreation or other leisure time occupation for such persons and for such immediate members of their families having need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances with the object of improving the conditions of life for such persons;
- (d) To advance public education in sickle cell disease by carrying out or assisting in carrying out research into the causes, effects and treatment of sickle cell disease and to disseminate the useful results of such research.

4. POWERS

In the furtherance of the above objects, but not further or otherwise the Society shall have power to:

- (a) Collect and diffuse information and advice on sickle cell disease to sufferers of the disease and members of the general public by means of forums, lectures, classes, meetings, films and by any other means that the Society thinks fit;

- (b) Assist in the provision of facilities for testing, screening and treating people in connection with sickle cell disease;
- (c) Raise funds required for the achievement of the above objects by any lawful means, provided that the Society shall not undertake any permanent trading activities in raising funds for the said objects;
- (d) Employ such persons (not being a member of the Committee) on such terms as may seem necessary;
- (e) Enter any arrangements with any government or authority, supreme municipal, local or otherwise, and obtain from such government or authority any rights, privileges and concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) Promote, organise and assist in the organisation and activities of any local group or branch of the Society which is formed for the purpose of achieving the above objects or part of them and which functions in accordance with rules and guidelines for the time being made by the Society for the conduct of local groups and branches;
- (g) Do all such other things as are necessary to the attainment of the above objects;

Provided that:

- (i) the Society's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (ii) in case the Society shall hold any property which may be subject to any trust, ~~the Society shall only deal with or invest that property in such manner as may be allowed by law and by the terms of any such trust;~~
- (iii) in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, it shall not sell, mortgage, charge or lease that property without such authority, approval or consent as may be required by law. Members of the Committee of the Society 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 any such property in the same manner and to the same extent as they would have been as members of the Committee if the Society had not been incorporated. The incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the members of the Committee but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated;
- (iv) the Society shall not have power to do anything which may cause it to cease to be a charity in law.

5. USE OF INCOME AND PROPERTY

The Society's income and property shall only be used to promote its objects. No part shall be paid or transferred, directly or indirectly, to a member of the Society or its Committee, except for reasonable and proper payment in good faith:

- (a) to a member of the Society's Committee for out-of pocket expenses or for rent for premises let to the Society;
- (b) of interest on money lent by a member of the Society's Committee at a yearly rate not exceeding two per cent less than the base rate prescribed *by the Society's principal bankers* or six per cent, whichever is greater;
- (c) to a company of which a member of the Society's Committee is a member and holds not more than 1/100th part of the capital.

6. LIABILITY

The liability of the members of the Society is limited.

7. GUARANTEE

Every member of the Society undertakes to contribute such amount as may be required, not exceeding £1, to the Society's assets if it is wound up while he/she is a member, or within one year afterwards:

- (a) for the payment of the Society's debts and liabilities contracted before he/she ceases to be a member;
- (b) for the costs, charges and expenses of winding up; and
- (c) ~~for the adjustment of the rights of the contributories among themselves.~~

8. DISTRIBUTION OF ASSETS ON WINDING UP

If any property remains after the Society has been wound up or dissolved and all debts and liabilities have been paid, it shall not be paid to or distributed among the members of the Society. Instead it shall be given or transferred to some other charitable institution or institutions:

- (a) which has or have similar objects to those of the Society,
- (b) 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 by Clause 5 hereof, and
- (c) which is approved by the members of the Society at or before the time of dissolution.

So far as effect cannot be given to this provision, then the Society's remaining property shall be given or transferred to some other charitable object to be decided by the Charity Commissioners.

9. CHARITABLE STATUS

No amendment may be made which would have the effect of the Organisation ceasing to be a charity in law.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

-OF-

THE SICKLE CELL SOCIETY

1. INTERPRETATION

- (a) In these Articles, the words in the first column have the meanings opposite them in the second column, provided this is consistent with the subject or context:-

Words

Meanings

The Act

The Companies Act 1985 and every statutory modification and re-enactment for the time being in force

The Articles

The Articles of the Society

Clear days

Those days, in relation to a notice, excluding the day when the notice is given and the day on which it is to take effect

The Committee

The Directors of the Society

The Memorandum

The Memorandum of Association of the Society

Month

Calendar month

Region

*An area designated from time to time, by the committee as an administrative area for the purpose of the Society's activities and services. **

The Secretary

The Society's Secretary, or any person appointed to perform his or her duties, including a joint, assistant or deputy Secretary

(a)

- (b) Unless there is a contrary intention, singular words include the plural and vice versa, and words meaning persons include corporations. Subject to these interpretations, and unless the context requires otherwise, words or expressions in these Articles have the same meanings as in the Act.

2. OBJECTS

The Society is established for the purposes expressed in the Memorandum.

3. MEMBERS

(a) First Members

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

(b) Members

Membership of the Society shall be open to any ~~person~~ *individual* who supports the objects of the Society and who is admitted to membership. Every application for membership shall be signed by or on behalf of the applicant, shall contain a statement that the applicant supports the objects of the Society and shall be delivered to the Secretary.

(c) Subscription

The amount and date or dates of payment of members and affiliated organisations' subscriptions shall be set by the Annual General Meeting. The Committee may waive the subscription of any member or affiliated organisation on the grounds of hardship

(d) Cesser of Membership

(i) The membership of any member shall cease if

- (A) he/she resigns by written notice to the Secretary;
- (B) he/she dies or becomes incapable of managing his/her affairs;
- (C) his/her subscription is at least 3 months in arrears and the Committee, taking into account such factors (including but not limited to the member's known financial circumstances) as it sees fit, decides to terminate his/her membership; or
- (D) his/her membership is terminated by the Committee in accordance with the procedure set out below.

(ii) The Committee may terminate the membership of any member whose conduct the Committee consider to be detrimental to the Society provided:

- (A) that an attempt has been made by the Committee to draw the matter of complaint to the attention of the member concerned and to resolve any dispute by conciliation; and
- (B) that the member concerned shall have been given at least one week's notice of the meeting at which the question of his or her expulsion is to be discussed together with details of the allegations and an opportunity to be heard by the Committee.

(e) Affiliated Organisations

The Committee may allow any organisation to affiliate to the Society on such terms as it thinks fit and terminate the affiliation of any such organisation. Each affiliated organisation shall be entitled to notice of all general meetings of the association and may send an observer to such meetings who may speak but may not vote.

(f) Youth Members

The Committee shall make arrangements for persons under 18 years of age to be designated as youth members. It shall encourage them to participate in the activities and running of the Society, to use the Society's facilities and to become members of the Society upon reaching the age of 18.

4. MEMBERS' MEETINGS

(a) Annual General Meeting

The Society shall hold an Annual General Meeting at least once in every year between April and July. The business of the Annual General Meeting shall be: the consideration of the accounts of the Society, the Committee's report and the auditor's report, the election of members of the Committee, the fixing of subscriptions, the appointment of auditors and any other business of which proper notice shall have been given.

(b) Extraordinary General Meetings

The Committee may call an Extraordinary General Meeting at any time. The Committee shall call an Extraordinary General Meeting if it receives a written request which states the purpose of the meeting and which is signed by members having at least 10% of the voting rights of all the members of the Society. If the Committee fails to call a General Meeting within 21 days, the requisitionists may do so in accordance with section 368 of the Act.

5. NOTICE OF GENERAL MEETINGS

(a) Length of Notice

An Annual General Meeting and an Extraordinary General Meeting called to pass a Special Resolution, shall be called by at least 21 clear days written

notice. Any other General Meeting shall be called by at least 14 clear days written notice.

(b) Content of Notice

Every notice shall state the place, day and time of the meeting and the business to be carried out. If the meeting is to be an Annual General Meeting or a Special Resolution is to be proposed, the notice shall say so.

(c) Service of Notice

Notice shall be given to every member and Committee Member, to every affiliated Organisation and to the Auditors. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice of a General Meeting shall not invalidate the proceedings at that meeting.

6. PROCEEDINGS AT MEETINGS

(a) Quorum

The quorum at any General Meeting shall be one tenth of the members for the time being of the Society. If a quorum is not present within one hour of the time set for the meeting, then:

- (i) if the meeting was called on the requisition of members, it shall be dissolved; and
- (ii) in any other case it shall be adjourned to such time and place as shall be determined by the Committee, the Committee giving such notice of such adjournment as it thinks fit. If a quorum is not present at the adjourned meeting within one hour from the time fixed for holding the meeting, the members present shall be a quorum.

(b) Chairperson

The Chairperson for the time being of the Society shall preside at General Meetings. If he/she is not present or unwilling to act the members present may choose a committee member or, if no committee member is present or willing to act, a member of the Society to preside.

(c) Adjournment

- (i) The chairperson of the meeting may (with the consent of the meeting) and shall (if directed by the meeting) adjourn the meeting to another time and/or to another place. No business shall be carried out at any adjourned meeting except business which might have been carried out at the meeting from which the adjournment took place.
- (ii) If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same way as for the original meeting.

Otherwise it shall not be necessary to give notice of an adjourned meeting or of the business to be carried out.

(d) Votes

- (i) A member shall be entitled to vote only if he/she has been a member of the Society for six months continuously at the time of the meeting.
- (ii) Subject to these Articles and the Act all questions arising at any meeting shall be decided by a simple majority of those present and voting. A special resolution shall be passed by a three quarters majority of votes. In the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- (iii) The following may appoint any person as his/her proxy to attend and participate at a general meeting and vote on his/her behalf:
 - (A) a member who cannot attend a general meeting because of a medical condition arising out of sickle cell disorder, or
 - (B) a member who is a carer and cannot attend because the person for whom he/she cares requires his/her care on the date of the general meeting because of such a condition.
- (iv) Notice of the appointment must be in writing signed by the member and must specify his/her membership number and the meeting to which it relates, identify the proxy and be given to the Society before the start of the meeting.

(e) Standing Orders

Subject to these Articles the procedure at General Meetings shall be in accordance with standing orders adopted at a general meeting, or, in default of such Standing Orders, as determined by the members in General Meeting.

7. COMMITTEE

(a) Functions

The affairs of the Society shall be managed by the Committee which may exercise all the powers of the Society and do on behalf of the Society all such things as are not by these articles required to be done by the Society in General Meeting, subject nevertheless to any resolution of the Society in General Meeting. No alteration to the memorandum or articles and no such resolution shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that resolution had not been passed. The Committee may delegate any of its powers to such sub-committee or sub-committees and on such terms as it thinks fit.

(b) Composition

The Committee shall consist of:

- (i) The appropriate number (being ~~twelve~~ [fourteen] or another even number decided by a general meeting) of members of the Society elected by Annual General Meetings ('elected committee members') who must at the time of their election
 - (A) have been members of the Society for at least 6 months and
 - (B) not be a committee member or former committee member who has failed to attend at least half the committee meetings called during a period of office expiring in the previous two years;
- (ii) Any committee members appointed to fill casual vacancies among elected committee members;
- (iii) Any committee members nominated by local *and regional* groups under procedures set out below; and
- (iv) Any co-opted committee members.

(c) Rotation of Elected Committee Members

Subject to the provision below half the elected committee members shall retire in rotation at the end of each Annual General Meeting being the second Annual General Meeting after their election and the Annual General Meeting shall fill the vacancies by election.

Provided that at each Annual General Meeting:

- (i) the number retiring must be such that the number of vacancies is equal to half the appropriate number;
- (ii) those retiring shall be those elected earliest to their current term of office;
- (iii) as between any elected at the same time to their current term of office those retiring shall be chosen by agreement among them and, in so far as there is no agreement, by lot; and
- (iv) a committee member who has filled a casual vacancy shall be treated as elected at the election of the committee member whose vacancy he/she has filled or, if the vacancy was by reason of insufficient being elected at an Annual General Meeting, at that Annual General Meeting.

A retiring committee member shall, if qualified, be eligible to be re-elected.

(d) Casual Vacancies

The Committee may appoint a person who has been a member of the Society for at least 6 months to fill a casual vacancy among the elected committee

members. Unless the Committee decides otherwise casual vacancies shall be filled in the order in which they occur. A committee member appointed to fill a casual vacancy shall hold office for the remaining period of office of the vacant office he/she is appointed to fill.

(e) Local and Regional Group Nominees

A local or regional group of the Society (~~of which there shall not be more than one in each area as determined by the Committee~~) whose particulars are for the time being contained *noted as entitled to nominate a committee member* in the register of local and regional groups or branches shall have the right to nominate one member of the Committee. Such nomination shall be made at the time of the Annual General Meeting and the nominee shall, unless replaced, hold office until the end of the Annual General Meeting after next. Notice of such nomination or replacement shall be given in writing by the Secretary or other proper officer of the local branch or group concerned to the Secretary of the Society.

(f) Co-opted Committee Members

The Committee may co-opt up to five additional people, whether members of the Society or not. Co-opted members may attend and speak, but may not vote, at Committee meetings. Co-opted members shall hold office until the end of the Annual General Meeting after their co-option.

(g) Sub-Committees

A majority of the members of every sub-committee shall be members of the Committee. Subject as aforesaid any sub-committee shall consist of such persons, whether members or not of the Society, as the Committee shall determine provided that any member of any sub-committee who is not a member of the Society ~~may not vote at meetings of the sub-committee. All~~ acts and proceedings of such sub-committee shall be reported back to the Committee as soon as possible.

(h) Meetings

The Committee shall meet at least five times in each year between Annual General Meetings. The quorum at Committee meetings shall be five elected members present at the start of the meeting and no business may be transacted at the meeting of the Committee if less than one third of the elected members are present.

(i) Chairperson

The Chairperson for the time being of the Society shall preside at the Committee meetings and in his or her absence the elected Committee members present shall choose one of their number to preside.

(j) Written Resolution

A written resolution which is signed by all the members of the Committee shall be as valid and effective as if it had been passed at a Committee meeting. It may consist of several documents in the same form, each signed by one or more members of the Committee.

(k) Procedure at Committee Meetings

Subject to the Memorandum and Articles the procedure at Committees meetings shall be determined by the Committee.

(l) Termination of Office

A Committee member's term of office shall cease if he/she:

- (i) resigns by written notice to the Secretary;
- (ii) retires in accordance with these Articles;
- (iii) becomes employed by the Society;
- (iv) is removed from office by a resolution of the Society in accordance with sections 303 and 304 of the Act;
- (v) becomes prohibited from being a member of the Committee because of a disqualification order made by a court under section 295 of the Act;
- (vi) becomes of unsound mind;
- (vii) becomes bankrupt or makes any composition with his/her creditors generally;
- (viii) has failed to attend three successive meetings of the Committee without giving a reason acceptable to the Committee and the Committee has, by majority vote, decided to terminate his/her membership.

8. MINUTES

- (a) The Secretary shall ensure that proper minutes are kept:-
 - (i) of all appointments of officers made by the Committee; and
 - (ii) of all proceedings and resolutions at meetings of the Society, of the Committee and of any Sub-committee of the Committee, and of the names of persons present at those meetings.
- (b) Minutes of any meeting, signed by the chairperson of that meeting or by the chairperson of the next meeting, shall be conclusive evidence of the facts minuted.

9. VALIDITY OF ACTS

An act done by the Committee or by anyone acting as a Committee member shall be valid despite any defect in the appointment or continuance in office of anyone acting as a Committee member.

10. COMMON SEAL

The Committee shall ensure the safe custody of the Common Seal of the Society. It shall only be used with the authority of the Committee. Every document to which the Common Seal is affixed shall be signed by two members of the Committee.

11. NOTICE

Any notice required by the Articles to be given to any person may be given personally or by leaving it at or by posting it in a pre-paid letter to the registered address of him/her/them. Any notice served by post shall be deemed to have been served 48 hours after it was posted. In proving postal service it shall be sufficient to show that the letter containing the notice was properly addressed, pre-paid and posted. Notice may also be given by facsimile or e-mail to any telephone number or e-mail address given for that purpose by the person to be served and, unless it is shown that transmission was unsuccessful, the notice shall be deemed to be served the day after transmission.

12. REGISTER OF *AFFILIATED LOCAL AND REGIONAL* GROUPS

The Committee shall cause to be maintained, and shall at least once in each year review, the register of *affiliated local and regional* groups. Prior to the review the Committee shall seek reports from *affiliated local and regional* groups. It shall consider any response and other information it has about the activities of each group and shall designate those that it considers to be actively functioning in accordance with rules and guidelines for the time being made by the Society as active groups. Particulars of those groups so designated shall be entered in the register. Particulars of any group which ceases to be so designated shall be removed from the register. Written notice shall be sent to the Secretary or other proper officer of any group when its particulars are entered into or removed from the register. *The register shall contain a note of which registered groups are entitled to nominate committee members. A registered group which is the only one active in a region shall be so entitled. If there is more than one registered group active in a region only a registered regional group for that region shall be so entitled.*

13. OFFICERS

(a) Officers

At its first meeting after the Annual General Meeting the Committee shall appoint a Chairperson and a Treasurer of the Society and such other Officers as it decides. Officers shall hold office from the end of the meeting at which they are appointed until the end of the meeting at which their replacement is appointed. No Officer who is not an elected committee member may vote at

Committee meetings. The Committee shall fill casual vacancies among the Chairperson or Treasurer and may fill casual vacancies among other Officers to serve for the remainder of the period of office of the Officer they replace. Officers must at the time of their appointment be elected committee members who have served at least two years as committee members or, if none is willing to serve, elected committee members.

(b) Honorary Officers

A General Meeting may by resolution from time to time appoint and remove Honorary Officers of the Society.

14. SECRETARY

(a) Appointment and Removal

The Secretary shall be appointed, and his/her appointment may be terminated, by the Committee at such remuneration (only if he/she is not a member of the Committee), if any, and upon such conditions as it shall determine.

(b) Acts of the Secretary

A requirement that an act must be done by or to the Secretary, and in addition by or to a Committee member, shall not be satisfied if the act is done by or to the same person acting in both capacities.

15. ACCOUNTS AND AUDIT

(a) Payments and Receipts

The Treasurer shall receive and pay money on behalf of the Society. All cheques, negotiable instruments and receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Committee shall decide.

(b) Accounting Records

The Treasurer shall ensure that accounts are kept in accordance with section 221 of the Act. The accounts shall include records of:

- (i) all sums of money received and spent by the Society and details of the transactions involved;
- (ii) all sales and purchases by the Society; and
- (iii) the assets and liabilities of the Society.

(c) Location and inspection

The accounts shall be kept either at the Society's Registered Office or, subject to section 222 of the Act, at such other place as the Committee may decide. They may always be inspected by members of the Society.

(d) Presentation of Accounts

The Treasurer shall ensure that, in accordance with sections 227, 239 and Schedule 4 of the Act, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections are prepared, printed and presented to the Society in General Meeting.

(e) Circulation of Accounts

The Committee shall send a copy of every document to be presented to the members at a General Meeting, together with a copy of the Auditor's report and Committee report, to every member of the Society, to every affiliated organisation and to the Society's auditors at least 21 days before the date of the meeting.

(f) Audit

The Society's accounts shall be audited annually. Auditors shall be appointed and their duties regulated in accordance with sections 384 to 393 of the Act.

16. INDEMNITY

Subject to the provisions of the Act the Committee members and every Officer or servant of the Society shall be indemnified out of the funds of the Society against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be re-imbursed by the Society all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Society or otherwise in the execution of their respective offices.

17. WINDING UP

Clause 8 of the Memorandum of Association, which relates to the winding up and dissolution of the Society, shall have effect as if it was repeated in these Articles.

Dr Asaiah NKOHKWO
Company Secretary
22/06/2002