

Registered Number: 3020834

Charity Registered Number: 1044507

Goldsmiths Choral Union

Memorandum and Articles of Association

as amended by special resolution dated 2 September 2020

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COMPANIES HOUSE

Registered number: 3020834

Charity registered number: 1044507

The Companies Acts 1985 to 1989

Company Limited by guarantee and not having a share capital

Memorandum of Association

of

Goldsmiths Choral Union

- 1 The name of the Company (hereinafter called **the Association**) is Goldsmiths Choral Union.
- 2 The registered office of the Association will be situated in England.
- 3 The objects for which the Association is established are to promote the study, practice and performance of choral works and other music including contemporary and little known works and to foster and broaden the knowledge and appreciation of such music among the members of the Association and the public at large by means of public performance and other activities.
- 4 In furtherance of these objects but not further or otherwise, the Association shall have the following powers:
 - (A) To commission or employ persons to compose, adapt, arrange and produce such music and to purchase or otherwise obtain copyright, performing rights, adaptation rights and licences in such works.
 - (B) To employ or contract with persons to conduct or perform or to assist in the performance or rehearsal of such music including musicians in the early stages of their careers and to perform and promote the performance of such music for the benefit of the public or for such persons and upon such terms as to admission as the Association may see fit.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Association.
 - (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
 - (E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit provided that the Association shall undertake no permanent trading activities in raising such funds to achieve its charitable objects except where such activities directly further the objects of the Association.
 - (F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, 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.

- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions, and to donate, subscribe or guarantee money, for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (H) To open and maintain a bank account or bank accounts in the name of the Association and to draw, endorse or issue cheques.
- (I) To insure against any risk to any of the property or assets of the Association and any other risk which the Association may see fit and to insure or arrange insurance cover for or indemnify its officers, employees or any person with whom it has contracted under paragraph (B) above, voluntary workers or members against any risks which the Association may see fit.
- (J) To make rules and regulations with regard to the affairs and management of the Association.
- (K) To pay all expenses preliminary or incidental to the incorporation of the Association and its registration.
- (L) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- i If 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 If the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee of Management 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 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 or the Charity Commissioners over such Committee of Management but they shall as regards any such property be subject to such control or authority as if the Association were not incorporated.
- 5 The income and property of the Association 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, in any way whatsoever 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 member of the Association in return for any services

actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate 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 Committee of Management 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 Committee, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Committee of Management is 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.

- 6 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 Charity Commissioners for England and Wales.
- 7 The liability of the members is limited.
- 8 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 the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 9 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 charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
- 10 True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Names, addresses and descriptions of subscribers

Personnel Manager

Hilary Adair
87 Abbeyfields Close
London NW10 7EG

Local Government Officer

Geoffrey Brazier
50a Coniston Road
Kings Langley
Herts WD4 8BU

Irene Clugston
4 Trewince Road
London SW20 8RD

Librarian

Catherine Cooke
15 Copperfield Court
146 Worple Road
London SW20 8QA

Dated this 3rd day of February 1995

Witness to the above signatures:

Solicitor

Sarah Gooden
11 Brampton Road
St Albans
Herts AL1 4PN

Names, addresses and descriptions of subscribers

Accountant

Eleanor Cranmer
57 Braemar Avenue
London SW19 8AY

Verena Elliott
12 Cathcart Road
London SW10 9NN

Administrator

Janet Lowy
6 Pembridge Crescent
London W11 3DT

Civil Servant

Margaret Victoria Ware
70 Fourth Avenue
Manor Park
London E12 6DD

Dated this 3rd day of February 1995

Witness to the above signatures:

Solicitor

Sarah Gooden
11 Brampton Road
St Albans
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Registered number: 3020834

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The Companies Acts 1985 to 1989

Company limited by Guarantee and not having a share capital

Articles of Association

of

Goldsmiths Choral Union

as amended by special resolution dated 2 September 2020

General

- 1
 - a In these Articles references to **the Act** are to the Companies Act 1985 as amended by the Companies Act 1989.
 - b References to **the Office** are to the registered office of the Association.
 - c Words and expressions contained in these Articles shall bear the same meaning as in the Act.
 - d Words importing the singular number only shall include the plural number, and vice versa.
 - e Words importing the masculine gender only shall include the feminine gender.
- 2 The Association is established for the purposes set out in the Memorandum of Association.
- 3 The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4 The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
- 5 The following persons in addition to the Subscribers to the Memorandum of Association shall be entitled to become members of the Association and shall, if they consent in writing, become members for the periods stated but subject to the provisions hereunder contained:
 - (A) Every person who shall pay the annual subscription at the rate determined from time to time by the Association in general meeting and, in the case of performing members, shall give such evidence of musical ability as the Committee in consultation with the Music Director shall from time to time require shall be a member for the period covered by such subscription.

(B) The Committee may make provision for life membership of the Association and, if it does so, any person who shall have given a donation to the funds of the Association in a minimum amount to be determined by the Committee from time to time shall be a member for his life.

(C) Every person whom the Committee may appoint for signal benefits conferred on the Association or for any other reason shall be a member for his life.

6 Any member may resign by notice in writing sent by post or delivered to the Secretary, and shall thereupon cease to be a member. Membership shall not be transferable and shall cease on death.

7 The Committee shall have power to exclude any member whose actions are reasonably considered by the Committee to be prejudicial to the interests of the Association from membership of the Association by notice in writing sent by post whereupon the member so excluded shall cease to be a member of the Association. Such power shall not be exercised in relation to a member unless he shall first have been given notice of, and a reasonable opportunity to attend and speak on his own behalf at, the meeting of the Committee held to consider his case. The notice of the meeting shall state the Committee's reasons for proposing to exclude the member in reasonable detail.

General meetings

8 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place, or by using an online software facility, as may be determined by the Committee, 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 not more than ten months after the end of the previous accounting period, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

10 The Committee 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 368 of the Act.

11 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 or online software facility, 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 Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend whether in person or online 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.

- 12 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 held, at any meeting.

Proceedings at general meetings

- 13 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 Committee and of the Auditors, the election of members of the Committee, and the appointment of and the fixing of the remuneration of, the Auditors.
- 14 No business shall be transacted at any General Meeting unless a quorum is present whether in person or online when the meeting proceeds to business. Save as herein otherwise provided twenty members or twenty per cent of the members present whether in person or online whichever is the less shall be a quorum. No Officer or member of the Committee shall be counted for the purpose of determining whether a quorum is present whether in person or online, but the Officers and the members of the Committee shall be entitled to vote.
- 15 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present whether in person or online 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 by using an online software facility, or at such other place or by using an online software facility as the Committee may determine, and if at such adjourned meeting a quorum is not present whether in person or online within half an hour from the time appointed for holding the meeting the members present whether in person or online shall be a quorum.
- 16 The Chairman (if any) of the Committee 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 whether in person or online within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present whether in person or online shall choose some member of the Committee, or if no such member be present whether in person or online, or if all the members of the Committee present whether in person or online decline to take the chair, they shall choose some member of the Association who shall be present whether in person or online to preside.
- 17 The Chairman may, with the consent of any meeting at which a quorum is present whether in person or online (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 notification 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.
- 18 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands where the meeting is held in person, or by the result of an online software facility poll where the meeting is held online, and in both cases to include votes received before the meeting through the post or electronic mail, unless a poll is, before or upon the declaration of the result of the show of hands or online software facility poll or electronic mail

or postal votes, demanded by the Chairman or by at least ten members present in person or online or by proxy. 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 Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 19 Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place or by using an online software facility, 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.
- 20 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 21 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.
- 22 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of members

- 23 Subject as hereinafter provided, every member shall have one vote.
- 24 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally whether in person or online or by proxy, or as a proxy for another member, at any General Meeting.
- 25 Votes may be given on a poll or a show of hands or online or by electronic mail or post or by proxy. A proxy need not be a member.
- 26 The instrument appointing a proxy shall be in writing under the hand of 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 a notarially certified or office copy thereof shall be deposited at the office or delivered to the Secretary no later than the time appointed for the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, 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 twelve months from the date of its execution.
- 28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

I,

of,

a member of the above Association, hereby appoint,

of,

and failing him,

of,

to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Association to be held on the day of and at every adjournment thereof.

As witness my hand this day of 20 .

The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Committee of management

- 30 Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than five nor more than eleven.
- 31 The first members of the Committee shall be the subscribers to the Memorandum of Association.
- 32 The Committee may from time to time and at any time appoint any member of the Association as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, 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 subject, however, to Article 40. A Committee member who is not eligible to be re-elected by virtue of Article 40 may be appointed to the Committee under this Article 32.
- 33 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Committee.

Powers of the Committee

- 34 The business of the Association shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid

regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

- 35 The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that if the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Committee for the purposes of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Officers

- 36 Four members of the Committee shall be elected by the members in General Meeting to serve as the Chairman, Secretary, Treasurer and Concert Manager of the Association (together referred to as **the Officers**).
- 37 The Committee may, if it considers it appropriate to do so and if there is no member of the Association who is willing to serve, appoint any person, not being a member of the Association, at such remuneration and on such conditions as it thinks fit to serve as Secretary or Treasurer or Concert Manager of the Association. A person so appointed shall not be a member of the Committee but may attend and speak at meetings of the Committee if requested to do so by the Committee.

Disqualification

- 38 The office of a member of the Committee shall be vacated:
- (A) If he becomes bankrupt or he makes any arrangement or composition with his creditors generally.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
 - (F) If he becomes prohibited by law from being a director of a company.
 - (G) If he is convicted of any offence involving dishonesty or is guilty of conduct which, in the opinion of the Committee, is likely to bring the Association into disrepute.

Election of members of the Committee

- 39 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year all of the members of the Committee for the time being including the Officers, shall retire from office.
- 40 Retiring members of the Committee and retiring Officers shall be eligible for re-election to the Committee or to the post of any Officer but any person who has served as a member of

the Committee, including as an Officer, for six years consecutively shall not be eligible for re-election but must stand down at least until the next Annual General Meeting after the one at which he retires before he may be re-elected; except that a person who has been elected as an Officer, having previously been an ordinary member of the Committee, may continue to serve as an Officer in any office for up to six years consecutively subject to an overall limit of nine consecutive years on the Committee following which he shall then be required to stand down in accordance with this Article 40.

- 41 No person except a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting, unless at or before the meeting there shall have been given to the Secretary notice in writing either by electronic mail or by post, by two members duly qualified to be present whether in person or online and vote at the meeting for which such notice is given, of their intention to propose and second such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
- 42 The Association may from time to time in General Meeting increase or reduce the number of members of the Committee and may make the appointments necessary for effecting any such increase.
- 43 In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office until the next Annual General Meeting and shall then be eligible for re-election.

Proceedings of the Committee

- 44 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings whether in person or online as they think fit. Unless otherwise determined by the Association in General Meeting, four Committee members of which one shall be an Officer shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The Committee shall meet at least once in each calendar year to consider the accounts of the Association and the annual report for the last accounting period.
- 45 A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 46 The Chairman elected by the Association in General Meeting shall be entitled to preside at all meetings of the Committee at which he shall be present, but if at any meeting the Chairman be not present whether in person or online within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be chairman of the meeting.
- 47 A meeting of the Committee at which a quorum is present whether in person or online shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.

- 48 The Committee may delegate any of its powers to sub-committees consisting of such member or members of the Association as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles so far as applicable, and so far as these Articles shall not be superseded by any regulations made by the Committee. Any such sub-committee shall report on its decisions or may make recommendations to the Committee which may accept or reject such decisions or recommendations. All matters relating to the financial affairs, constitution or musical programming of the Association shall be dealt with by the Committee.
- 49 All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding that it may afterwards be 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 Committee.
- 50 The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Committee and of sub-committees of the Committee, 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.
- 51 A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effective as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

Accounts

- 52 The Committee shall cause proper books of account to be kept with respect to:
- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Association;
 - (C) the assets and liabilities of the Association.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.
- 53 The books of account shall be kept at the Office, or, subject to section 222 of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.
- 54 The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Committee of the accounts and books of the Association, or any of them, and subject to

such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

- 55 At the Annual General Meeting in every year the Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than ten 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 Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meetings as required by the Act.

Audit

- 56 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 57 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Committee being treated as the Directors mentioned in those sections.

Notices

- 58 A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.
- 59 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid 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 Association.
- 60 Any notice, if served by post, shall be deemed to have been served on the second 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

- 61 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Indemnity

Indemnity

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 61 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of

Dissolution

addressed and put into the post office as a prepaid letter.
 such service it shall be sufficient to prove that the letter containing the notice was properly
 following that on which the letter containing the same is put into the post, and in proving
 60 Any notice, if served by post, shall be deemed to have been served on the second day

Kingdom shall be entitled to receive notices from the Association,
 members who are described in the register of members by an address within the United
 upon him at such address, but save as aforesaid and as provided by the Act, only those
 Kingdom at which notices may be served upon him, shall be entitled to have notices served
 Kingdom, who shall from time to time give the Association an address within the United
 62 Any member described in the register of members by an address not within the United

address as appearing in the register of members,
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Notices

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 or more properly qualified Auditor or Auditors.
 correctness of the income and expenditure account and balance sheet ascertained by one
 65 Once at least in every year the accounts of the Association shall be examined and the

Audit

the Act.
 Auditors' report shall be open to inspection and be read before the meetings as required by
 General Meetings in the manner in which notices are hereinafter directed to be served. The
 of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of
 thereto or to accompany the same shall not less than twenty-one clear days before the date
 time being in force) and of any other documents required by law to be annexed or attached
 reports (all of which shall be framed in accordance with any statutory requirements for the
 reports of the Committee and the Auditors, and copies of such account, balance sheet and
 made up as at the same date. Every such balance sheet shall be accompanied by proper
 date not more than ten months before such meeting, together with a proper balance sheet
 (or in the case of the first account since the incorporation of the Association) made up to a
 s proper income and expenditure account for the period since the last preceding account
 66 At the Annual General Meeting in every year the Committee shall lay before the Association
 of such members at all reasonable times during business hours
 such restrictions the accounts and books of the Association shall be open to the inspection

62 Subject to the provisions of the Act but without prejudice to any indemnity to which a Committee member may otherwise be entitled, every Committee member or other Officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

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

Personnel Manager

Hilary Adair
87 Abbeyfields Close
London NW10 7EG

Local Government Officer

Geoffrey Brazier
50a Coniston Road
Kings Langley
Herts WD4 8BU

Irene Clugston
4 Trewince Road
London SW20 8RD

Librarian

Catherine Cooke
15 Copperfield Court
146 Worple Road
London SW20 8QA

Dated this 3rd day of February 1995

Witness to the above signatures:

Solicitor

Sarah Gooden
11 Brampton Road
St Albans
Herts AL1 4PN

Here AGT 4BN
21 Apsara
11 Brompton Road
21st Floor

Solicitor

Witness to the above signatures:

Dated this 3rd day of February 1982

London SW3 0DA
148 Motspur Road
12 Cobham Road
Catherine Cooke

Director

London SW3 0BD
4 Tlemence Road
John Davidson

Here MD 4 8BN
Kings Langley
209 Coniston Road
Geoffrey Bisset

Local Government Officer

London NW10 3EG
83 Appleyards Close
Hilary Ashall

Personnel Manager

Names, addresses and descriptions of subscribers

into a company in pursuance of this Memorandum of Association

And the several persons whose names and addresses are subscribed are persons of legal age

and of full age and of full age and of full age in relation to the affairs of the Association

and application in which relief is granted to him by the court from liability for negligence, default, judgment is given in his favour or in which he is acquitted or in connection with any and liability incurred by him in defending any proceedings, whether civil or criminal, in which or in which of the Association shall be indemnified out of the assets of the Association against Committee member may otherwise be entitled, every Committee member or other Officer

as subject to the provisions of the Act but without prejudice to any indemnity to which a

Names, addresses and descriptions of subscribers

Accountant

Eleanor Cranmer
57 Braemar Avenue
London SW19 8AY

Verena Elliott
12 Cathcart Road
London SW10 9NN

Administrator

Janet Lowy
6 Pembridge Crescent
London W11 3DT

Civil Servant

Margaret Victoria Ware
70 Fourth Avenue
Manor Park
London E12 6DD

dated this 3rd day of February 1995

Witness to the above signatures:

Solicitor

Sarah Gooden
11 Brampton Road
St Albans
Herts AL1 4PN