

Bridgewater Family Planning Service Association Limited
(company number 03052940)

A company limited by guarantee registered in England and Wales
Registered office: The Footmans Cottage, Castle Park, Frodsham, WA6
6SB

**Special resolution to alter the memorandum
association**

FRIDAY



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COMPANIES HOUSE

It was resolved that the Memorandum and Articles of Association be altered in the following manner:

- (a) The words "of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Council member" in clause 4 B) of the memorandum of association be removed and substituted with the following words:

"of reasonable and proper remuneration for any service and or services rendered to the Association by any member, officer, employee or servant of the Association notwithstanding that they may also be a Council member";

- (b) The words "Provided that any such Chief Executive or Assistant Chief Executive or Deputy Chief Executive if remunerated shall not be a member of the Council" in the final sentence of Article 36 be removed and substituted with the following words:

"Any such Chief Executive or Assistant Chief Executive or Deputy Chief Executive may be remunerated on such terms and conditions as the Council shall determine to be appropriate notwithstanding that any such Chief Executive or Assistant Chief Executive or Deputy Chief Executive is also a member of the Council.

- (c) The word "Charity" wherever it appears in the Memorandum and or Articles of Association be deleted and be replaced with the word "Association".
- (d) The words "If the Association is a registered charity" be added immediately before the words "no addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and

approved in writing by the Charity Commissioners" in paragraph 5 of the memorandum of Association.

De Moss

Chairman

16/2/16

Date

THE COMPANIES ACT 1985 (AS AMENDED)
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

BRIDGEWATER FAMILY PLANNING SERVICE ASSOCIATION LIMITED
(company number 03052940)
13th April 1995

- 1) The name of the Company (hereinafter called "the Association") is the Bridgewater Family Planning Service Association Limited.
- 2) The registered office of the association will be situated in England.
- 3) The objects for which, the Association is established are:-
 - A) To preserve and protect the good health both mental and physical of parents, young people and children and to prevent the poverty, hardship and distress caused by unwanted conception.
 - B) To educate the public in the field of procreation contraception and health with particular reference to personal responsibility in sexual relationships and to the consequences of population growth.
 - C) To give medical advice and assistance in cases of involuntary sterility or of difficulties connected with the marriage relationship or sexual problems for which medical advice or treatment is appropriate.

In the furtherance of the foregoing primary objects of the association but not otherwise the Association shall have the following powers:-

- a) To provide clinic facilities for the giving of advice on contraception, the medical examination of persons seeking advice on contraception and the taking of gynaecological and genito-urinary specimens for diagnostic purposes;
- b) To supply contraceptive substances and also contraceptive appliances;
- c) To conduct and provide facilities and grants for research and to publish the results of such research;

- d) To publish books, pamphlets, leaflets, journals, films and instructional matter and to organise lectures, broadcasts and courses of instruction;
- e) Subject to the provisions of The Charities Act 1960 to purchase, take on lease or in exchange, have or otherwise acquire any real or personal property and any rights or privileges including taking such steps and carrying out such actions as may from time to time seem to the Association to be conducive or incidental to the attainment of the forgoing objects and to sell, improve, manage, develop, lease, mortgage, exchange, dispose of, turn to account or otherwise deal with all or any part of the property rights or assets of the Association as may be deemed expedient with a view to the promotion of its objects;
- f) To demolish, construct, maintain and alter any buildings or constructions and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodation and to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed necessary for the purpose of obtaining or procuring planning consent and such other statutory consents as may be required in connection with any development;
- g) To undertake, manage and execute any charitable trusts which may lawfully be undertaken by the Association (in its capacity as a body corporate established for charitable purposes only) being trusts conducive to the promotion of its objects;
- h) To borrow or raise money for the purpose of the Association on such terms and on such security as may from time to time be determined by the Association;
- i) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may from time to time be determined by the Association, subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time be imposed or required by law and subject to deposit any of the Association's monies in any bank or building society;
- j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the

Association or calculated to further its objects;

- k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects and which may lawfully be done by a body established for charitable purposes only

Provided that:-

- 1) In case the Association shall take or hold any property subject to specific trusts the Association shall only deal with or invest the same in accordance with the provisions of the instrument (if any) regulating such trusts and as the law may allow.
 - ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
 - iii) In case the association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governing Body of the Association (hereinafter and in the Articles of Association of the Association known as "the Council") 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, have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council but they shall as regards any such property be subject jointly and severally to such control or authority as if the Association were not incorporated.
- 4) The income and property of the association whencesoever derived shall be applied solely towards the promotion of the objects of the association as set forth in this. Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association,

Provided that nothing in this document shall prevent the payment in good faith by the Association:

- A) Of the usual charges for business done by any council member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf: Provided that at no time shall majority of the council members benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion,
 - B) of reasonable and proper remuneration for any service and or services rendered to the Association by any member, officer, employee or servant of the Association notwithstanding that they may also be a Council member;
 - C) Of interest on money lent by any member of the Association or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management;
 - D) Of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - E) Of reasonable and proper rent for premises demised or let by any member of the Company or a Council member;
 - F) To any Council Member of reasonable out-of-pocket expenses.
- 5) If the Association is a registered charity, no addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Charity Commissioners.
 - 6) The liability of the members is limited.
 - 7) Every member of the association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member/ for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.
 - 8) If upon the winding up of the Association there remains, after the

satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having exclusively charitable 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 of at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

NAMES AND ADDRESSES OF SUBSCRIBERS

Dr David Robertson
The Old Shippon
Bradley Hall
Bradley Lane
Frodsham
Cheshire
WA6 7EP

Mrs Anne Murphy
3 Selby Close
Sandymoor
Runcorn
Cheshire
WA7 1QN

Mr Peter A Davies
28 High Street
Frodsham
Cheshire
WA6 7HE

Witnessed By:	Thomas Wilfed Baker
Address;	3 Culford Close
	Runcorn
	Cheshire
	WA7 6NH

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

Bridgewater Family Planning Service Association Limited
13th April 1995

GENERAL

- 1) In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985 (as amended)
These presents	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The above named Company.
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	The United Kingdom Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2) The number of members with which the Association proposes to be registered is ten but the Council may from time to time register an increase of members.
- 3) The provision of sections 352 and 353 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 Association is established for the purposes expressed in the Memorandum of Association.
- 5) The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the association.
- 6) Any member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the members of the Council present and voting at a special Council Meeting of which not less than twenty-one days previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question to all the members of the Council and to every other person who is entitled to receive notice of Meetings of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least fourteen days before the meeting and he shall be entitled to be heard by the Council at the meeting.
- 7) Subject to aforesaid the Council may make such regulations in respect of membership including qualifications conditions and payment of subscriptions and such other matters as they may in their 'absolute discretion think fit.

GENERAL MEETINGS

- 8) The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the

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 Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 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, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 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 invalidate any resolution passed, or proceeding had, 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 Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 14) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Four members or one third of the total membership (whichever is the higher) personally present shall be a quorum.
- 15) If within half an hour from the time appointed for the holding of

a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.

- 16) The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council or if no such member be present, or if all members of the Council present decline to take the chair, they shall choose some member of the association who shall be present to preside.
- 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 which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment, or of the business to be transacted as 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, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting 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 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the
- 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 any 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 or by proxy, or as a proxy for another member, at any General Meeting.
- 25) Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. 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, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 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 not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the 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 Family Planning Service Association (U.K.)
Limited
hereby appoint " "
of
and failing him,
of
to vote for me and on my behalf at the (Annual or Extraordinary
or Adjourned, as the case may be) General Meeting of the Association
to be held on the day of , and at every adjournment
thereof.

As witness my hand this day of

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

COUNCIL OF MANAGEMENT

- 30) The number of members of the Council shall not be less than four and until otherwise determined by a general meeting more than ten.
- 31) The first members of the Council shall be the subscribers to the Memorandum of Association.
- 32) The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election. He shall not be taken into account in determining the members of the Council who are to retire by rotation at such.
- 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 Council.

POWERS OF THE COUNCIL

- 34) The business of the Association shall be managed by the Council who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts

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

- 35) The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the council for the purpose 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.

CHIEF EXECUTIVE

- 36) Subject to sections 10(5) and 13(5) of the Companies Act 1985 the Chief Executive shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Chief Executive so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Chief Executive, and any person so appointed may act in place of the Chief Executive if there be no Chief Executive or no Chief Executive capable of acting. Any such Chief Executive or Assistant Chief Executive or Deputy Chief Executive may be remunerated on such terms and conditions as the Council shall determine to be appropriate notwithstanding that any such Chief Executive or Assistant Chief Executive or Deputy Chief Executive is also a member of the Council.

THE SEAL

- 37) The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Chief Executive, and the said members and Chief Executive shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 38) The office of a member of the Council shall be vacated:-
- A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - B) If he becomes of unsound mind.
 - C) If he ceases to be a member of the Association.
 - D) If by notice in writing to the Association he resigns his office.
 - E) If he ceases to hold office by reason of any order made under sections 295 to 299 of the Act.
 - F) If he is removed from office by a resolution duly passed pursuant to sections 303 or 304 of the Act.
 - G) If he ceases to be a member by virtue of section 293 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

- 39) At the first Annual General Meeting and at the Annual General Meeting to be held in very subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 40) The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 41) The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost
- 42) No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Direction notice in writing, by some member duly qualified to be

present and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing, signed by the person proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

- 43) Subject to Article 30 the Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 44) In addition and without prejudice to the provisions of sections 303 and 304 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by any Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

- 45) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business but this shall never be less than four. 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.
- 46) A member of the Council may, and on the request of a member of the Council the Chief Executive shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 47) The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
- 48) A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for

the time being vested in the Council generally.

- 49) The Council shall have power to co-opt persons to serve on the Council provided that the number of such co-opted persons shall not exceed one fourth of the total number of members serving on the Council.
- 50) The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Such sub-committee shall report fully and promptly to the Council.
- 51) All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 52) The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 53) A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as it had been passed at a meeting of the Council or of such committee duly convened and constituted*

ACCOUNTS

- 54) The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Act.
- 55) The books of account shall be kept at the office or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always

be open to the inspection of the officers of the Association.

- 56) The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
- 57) At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of sections 240 and 246 of the Companies Act 1985, 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 Auditors⁷ report shall be open to inspection and read before the meeting as required by section 241 of the Act.

AUDIT

- 58) 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.
- 59) Auditors shall be appointed and their duties regulated in accordance with the provision of the Companies Act 1985 (as amended) the members of the Council being treated as the Directors mentioned in those provisions.

NOTICES

- 60) A notice may be served by the association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

- 61) Any member described in the register of members by an address not 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.
- 62) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DESTRUCTION OF DOCUMENTS

- 63) The Association shall be entitled to destroy all relevant membership records at any time after the expiration of two years from the date a member ceases to be a member of the association as provided in Article 7 and it shall conclusively be presumed in favour of the Association that every entry in the register of members purportedly made on the basis of an instrument of record or other document so destroyed was valid and effective. Provided always that:-
- A) The provision aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant.
- B) Nothing herein contained shall be constructed as imposing upon the Association any liability in respect of the destruction in good faith of any such document as aforesaid earlier than hereinbefore provided or in any other circumstances which would render to the Association vulnerable to criticism in the absence of this Article.
- C) References herein to the destruction of any document include references to the disposal thereof in any manner.

DISSOLUTION

- 64) The provisions of Clause 8 of the Memorandum of Association shall have effect as if repeated herein.

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