

**THE  
PALESTINE EXPLORATION FUND**



**Memorandum  
and  
Articles of Association  
5 June, 1996**

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of THE PALESTINE EXPLORATION FUND  
(As Amended 5 June, 1996)

1. The name of the Association (hereinafter called 'The Company') is THE PALESTINE EXPLORATION FUND
2. The registered office of the Company will be situated in England.
3. The Company is established for the advancement of education of the public in the history, archaeology (including biblical aspects), art, languages, ethnology, geography, natural and earth sciences of the Levant by the promotion of research into such relevant fields of study as the trustees shall decide and by publishing the useful results thereof.  
in furtherance of the said objects, but not further or otherwise, the Company shall have power:
  - (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
  - (b) to hold exhibitions, meetings, lectures, classes, seminars, conferences and courses either alone or with others;
  - (c) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research;
  - (d) to maintain, collect and store books, photographs, maps, drawings, papers and records and objects and to make the same available for inspection, study, reproduction and publication;
  - (e) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
  - (f) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
  - (g) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
  - (h) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
  - (i) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
  - (j) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
  - (k) to invest the moneys of the Company not immediately required for its objects 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;
  - (l) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
  - (m) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
  - (n) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
  - (o) to insure and arrange insurance cover for and to indemnify its officers, servants and

voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

- (p) subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
- (q) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (r) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (s) to establish where necessary local branches (whether autonomous or not);
- (t) to do all such other lawful things as shall further the above objects or any of them.

PROVIDED THAT:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Executive Committee of the Company 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 Executive Committee have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Executive Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the 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 members of the Company and no member of its Executive Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Executive Committee for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Executive Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Executive Committee or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Executive Committee;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Executive Committee may be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Executive Committee of out-of-pocket expenses.

5. The share capital of the Company is £200 divided into 20,000 shares of one penny each.

6. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

# THE COMPANIES ACTS 1985 AND 1989

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF THE PALESTINE EXPLORATION FUND

#### INTERPRETATION

1. In these Articles:

'the Act' means the Companies Act of 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.

'the Committee' means the Executive Committee of the Company.

'the seal' means the common seal of the Company.

'secretary' means any person appointed to perform the duties of the secretary of the Company.

'the United Kingdom' means Great Britain and Northern Ireland.

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

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

#### OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

#### SHARE CAPITAL

3. The Share Capital of 20,000 shares of 1p each shall not be further subdivided or amalgamated into shares of a denomination different to 1p each and all future shares created and issued shall be of the denomination of 1p. No further classes of shares shall be created.

4. No member shall hold more than one issued share. Any one issued share may be held by two or more persons as joint holders.

5. Except as required by law, no person shall be recognised by the Company as holding any share upon any Trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

6. The Committee shall decide whether or not an applicant for membership shall be admitted to membership of the Company. The Committee may delegate such power to one or more of the Officers of the Company or the Company's employees.

## SHARE CERTIFICATES

7. The Company shall not issue Share Certificates and the evidence of a person's membership of the Company shall be the Register of Members.

## TRANSFER AND TRANSMISSION OF SHARES

8. No share may be transferred by a member or transmitted on the death of a member.

## CANCELLATION OF SHARES

9. An issued share shall be cancelled and be available for re-issue:-
  - (a) On the death of the member holding such share being a sole holder and on the death of the last survivor of joint holders of such share.
  - (b) On the holder of such share delivering Notice of Resignation to the Company signed by the holder and in the case of joint holders by all of them.
  - (c) Upon the Committee resolving that the holder of such share shall be expelled from membership of the Company. If the person so expelled shall be a joint holder the share shall continue to be issued and shall be held by the remaining joint holders who have not been so expelled. Notice of expulsion shall be sent in writing by the Company to the last known address of the member within 14 days after expulsion.
  - (d) If the subscription of the holder of such share to which reference is made in Article 11 shall be due and unpaid in whole or in part two months after the same became due. No Notice of termination of membership on this ground need be given to the member. The Committee may at its discretion extend the said period of two months to such period as it thinks fit, either in respect of all or any one or more members.
10. On the cancellation of a share any monies paid up thereon shall not be returned to the holder thereof but shall be retained by the Company.

## SUBSCRIPTIONS

11. The Company may by Ordinary Resolution fix a subscription for a yearly or other period to be paid by each member to the Company and may fix different amounts of subscription for different classes of members. Such subscription for the year 1996 to 1997 shall be £25.00. The Committee may invite persons corporations or institutions who are not members to pay a subscription to the Company of such an amount and on such terms as the Committee shall think fit. The Company may determine whether there shall be different classes of members or subscribers aforesaid (including life members or honorary members) and the terms of admission to such different classes of members and subscribers but the Company shall determine the subscriptions of all members other than honorary members.

## GENERAL MEETINGS

12. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

13. 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 the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

#### NOTICE OF GENERAL MEETINGS

14. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
  - (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting. No notice of a meeting need be given to a member unless all monies presently payable by him to the Company have been paid.

#### PROCEEDINGS AT GENERAL MEETINGS

16. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee and honorary officers in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; five members present in person shall be a quorum. No member who is debarred from voting under Article 26 shall be included in the quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine.
18. The chairman, if any, of the Committee shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.
19. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

20. 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 other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. 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 on the declaration of the result of the show of hands) demanded:
  - (a) by the chairman; or
  - (b) by at least two members present; or
  - (c) by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

22. 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.
23. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

#### VOTES OF MEMBERS

25. Every member present at a General Meeting shall have one vote. In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders and seniority shall be determined by the order in which the names of the holders stand in the register of members.
26. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
27. No member shall vote by proxy or agent except under Article 28.

#### ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

28. Any Organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual



member of the Company.

## HONORARY OFFICERS

29. At the Annual General Meeting the members shall elect a Chairman, an Honorary Secretary, an Honorary Treasurer, an Honorary Editor or such other Honorary Officers as the Committee may propose to the Membership at the Annual General Meeting. These shall be the Honorary Officers of the Company. All Honorary Officers must be members of the Company. The first Honorary Officers on adoption of these Articles shall be the Honorary Officers immediately before their adoption, namely, Chairman, Honorary Secretary, Honorary Treasurer, Honorary Editor of the *Palestine Exploration Quarterly*, Convener of the Honorary Keepers of the Collections, and Honorary Editor of the Monograph Series.
30. The Honorary Officers shall hold office until the conclusion of the Annual General Meeting of the Company next after their appointment or after election under Article 33 but shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold office for more than five consecutive years. On the expiry of such period one further year must elapse before any former Honorary Officer shall be eligible for re-election, subject to 31 below.
31. Notwithstanding clause 30 the Company by Ordinary Resolution shall have the power to vary the period for which, and the terms on which, an Honorary Officer can serve, as and when it thinks fit.
32. By a three-quarters majority of all Committee Members the Committee may at any time remove any such person from the office to which he or she has been elected and appoint another person in his or her place to serve until the next Annual General Meeting, PROVIDED THAT the Officer concerned shall have the right to be heard by the Executive Committee before the vote is taken.
33. The Committee may appoint a replacement for an Officer who for whatever reason is unable to continue serving until the next Annual General Meeting.
34. The Committee may propose to the Annual General Meeting the names of candidates for election as Honorary Officers; the names so proposed shall be submitted to Members not less than twenty-one days before the Annual General Meeting. Nominations for Honorary Officers may be proposed and seconded by Members and forwarded by post to the Hon. Secretary so as to reach the Hon. Secretary at least fourteen days before the Annual General Meeting, together with the written consent of nominees; if no such nominations shall be received the Committee's nominees shall be deemed to be elected; otherwise election shall be at the Annual General Meeting by simple majority of those Members present and voting.
35. The Honorary Officers shall be ex-officio Members of the Committee.
36. The Committee may in its discretion elect Honorary Vice-Presidents of the Company who need not be members of the Company. Honorary Vice-Presidents shall not be ex-officio Members of the Executive Committee but shall enjoy such rights as the Committee shall from time to time determine. The names of any newly elected Honorary Vice-Presidents shall be made known at the next following Annual General Meeting.

## EXECUTIVE COMMITTEE

37. The maximum number of Committee members shall be twenty and the minimum number of Committee Members shall be nine including the Honorary Officers serving under Article 35.
38. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

## BORROWING POWERS

39. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## POWERS AND DUTIES OF THE COMMITTEE

40. The business of the Company shall be managed by the Committee who may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
41. All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.
42. The Committee shall cause minutes to be made
- (a) of all appointments of officers made by the Committee;
  - (b) of the names of the Committee members present at each Committee Meeting;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

## DISQUALIFICATION OF COMMITTEE MEMBERS

43. The office of Committee member shall be vacated if the member:
- (a) ceases to be a Committee member by virtue of any provision in the Act or is disqualified from acting as a Committee member by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision); or
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (c) resigns his office by written notice to the Company; or
  - (d) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act; or
  - (e) fails to attend three consecutive meetings without giving notice to the Honorary Secretary; or
  - (f) ceases to be a member of the Company; or
  - (g) is removed from office under the Articles of Association of the Company or under the law for the time being in force.
44. A Committee member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

## ELECTION OF COMMITTEE MEMBERS

45. All Committee Members, except those serving by virtue of their office in accordance with Article 35 and those co-opted in accordance with Articles 48 and 50 shall be elected at the Annual General Meeting PROVIDED THAT the members of the Committee on adoption of these Articles shall be the same persons as are the members of the Executive Committee under the Company's previous articles at the date of such adoption. The General Committee under such previous Articles shall cease to hold office and such Committee shall be disbanded on adoption of these Articles.

46. Members of the Committee shall be elected to serve for four years after which they must retire and be ineligible for re-election for at least one year.
47. The Committee may propose to the Company the names of candidates for election to the Committee; the names so proposed shall be submitted to Members of the Company not less than twenty-one days before the Annual General Meeting. Nominations to fill vacancies in the Committee may be proposed and seconded by Members of the Company and forwarded by post to the Hon. Secretary so as to reach the Hon. Secretary at least fourteen days before the Annual General Meeting, together with the written consent of nominees; if no such nominations shall be received the Committee's nominees shall be deemed to be elected; otherwise election shall be at the Annual General Meeting by simple majority of those present and voting.
48. Two places on the Committee shall be reserved for Members whom the Committee may co-opt. Co-opted Committee Members shall serve until the conclusion of the next Annual General Meeting after their individual co-option and shall be eligible for election at such Annual General Meeting notwithstanding that he or she shall thereby serve for more than the number of years provided for under this Constitution. Committee Members co-opted under the provisions of this clause shall be entitled to vote at meetings of the Committee.
49. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.
50. Any vacancy occurring in the Committee between Annual General Meetings may be filled by a member of the Company co-opted by the Committee. The Committee Member so co-opted shall retire at the Annual General Meeting next ensuing but shall be eligible for election by the members at such Annual General Meeting, notwithstanding that he or she shall thereby serve for more than the number of years provided for under this Constitution. Committee Members co-opted under the provisions of this clause shall be entitled to vote at meetings of the Committee.
51. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

#### PROCEEDINGS OF THE COMMITTEE

52. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.
53. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of three.
54. The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

55. If there shall be no chairman appointed by the members, then until a chairman is so appointed, the Committee may elect a chairman of their meetings and determine the period for which he is to hold office. If no such chairman is elected, or if at any meeting the chairman, whether appointed by the members or by the Committee, is not present within five minutes after the time appointed for the holding the same, the Committee members present may choose one of their number to chair the meeting.
56. The Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
57. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
58. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
59. All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Committee member.
60. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one Committee member or more.

#### SECRETARY

61. The secretary to the Company for the purposes of Section 283 of the Act shall be the Honorary Secretary for the time being, but if the post of Honorary Secretary shall be abolished or if a vacancy therein shall not be capable of being filled, then, subject to Section 283 of the Act, the secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it: PROVIDED ALWAYS that no Committee member may occupy the salaried position of secretary. The Committee may in addition to the secretary appoint a salaried officer, not being a member of the committee, to be known as the Executive Secretary.
62. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the secretary.

#### THE SEAL

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

## ACCOUNTS

64. The Committee shall cause accounting records to be kept in accordance with the Act.
65. The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company and each member of the Committee.
66. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.
67. The Committee shall from time to time in accordance with the law for the time being in force cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required thereby.
68. Copies of the accounts and reports mentioned in Article 67 shall not be supplied to members except so far as the law for the time being or this Article requires. Copies thereof shall be supplied to a member free of charge on request at or during the 21 days before the meeting of the Company before which they will be laid for consideration.

## AUDIT

69. Auditors shall be appointed and their duties regulated in accordance with the Act.

## NOTICES

70. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.
71. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
  - (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them
  - (b) every person being a legal personal representative or a trustee in bankruptcy or a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditor for the time being of the Company; and
  - (d) each Committee member.

No other person shall be entitled to receive notices of General Meetings.

## DISSOLUTION AND DIVIDENDS

72. No dividend shall be declared or paid to members nor shall any member share in or receive any of the assets or profits of the Company by way of reduction of capital or otherwise and Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## RULES OR BYE LAWS

73. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (ii) The conduct of members of the Company in relation to one another, and to the Company's employees.
  - (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
  - (iv) The procedure at General Meetings and meetings of the Committee and sub Committees in so far as such procedure is not regulated by these Articles.
  - (v) And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company. PROVIDED, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles or Association of the Company.