

THE COMPANIES ACTS 1985 AND 1989

**Memorandum
and
Articles of Association**
of the
**National Traction
Engine Trust**

COMPANY NO. 01302197



INCORPORATED THE 11TH DAY OF MARCH 1977

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

OCTOBER 2007

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of the
NATIONAL TRACTION ENGINE TRUST

1. The name of the Company (hereinafter called "**the Trust**") is "**NATIONAL TRACTION ENGINE TRUST**".
2. The registered office of the Trust will be situate in England.
3.
 - (i) The Trust is established for charitable purposes only and (without prejudice to the generality of the foregoing words) to do perform and carry out all or any of the following acts or things namely:
 - (a) to secure and promote for the public benefit the preservation restoration improvement enhancement maintenance and operation of steam traction engines and other steam road vehicles, including portable steam engines of historic and educational value;
 - (b) to further the education of the public in the historical and general development of steam traction engines and other steam road vehicles.
 - (ii) In furtherance of the foregoing objects but not further or otherwise the Trust shall have the following powers:
 - (a) to organise and attend and take part in public meetings consultations exhibitions lectures publications and other forms of instruction promoting public knowledge in connection with the historical and general development of steam traction engines and other steam road vehicles;
 - (b) to establish courses for the education and training of the public for the operation, maintenance, repairs, restoration and general techniques of running steam traction engines and other steam road vehicles;
 - (c) to secure and promote for the public benefit the preservation of drawings patterns films photographs papers documents and publications relating to the history of steam traction engines and the use of steam vehicles;
 - (d) to purchase take on lease or in exchange hire or otherwise acquire any real or personal property or apparatus machinery equipment or other items and any rights or privileges and to construct, maintain, add to, improve, furnish equip and alter any building erection or works necessary or convenient for the work of the Trust;

- (e) to sell let mortgage turn to account manage exchange improve dispose of or otherwise deal with all or any of the property or assets of the Trust and subject to such terms and conditions as may be thought expedient and to exercise any rights privileges or advantages, easements or other benefits for the time being attached to such property or assets and to undertake, maintain, execute and do all such acts matters and things as the Trust may be obliged or required or ought to do as the owner of such property or assets;
- (f) to undertake and execute any trusts which may lawfully be undertaken by the Trust provided that the Trust shall only deal with or invest property subject to such trusts in such manner as allowed by law, having regard to such trusts;
- (g) to co-operate and work with and to enter into any arrangement or agreement with educational authorities, charitable organisations, national authorities, local authorities, persons or associations interested in the work of the Trust and other bodies and associations generally;
- (h) to employ officers servants and employees of all sorts and subject always to the provisions of Clause 4 hereof to remunerate them and to make all reasonable and necessary provision for the payment of pensions gratuities and like benefits to or on behalf of employees and their widows and other dependants;
- (i) to accept grants donations gifts loans subscriptions and other assistance in furtherance of the objects of the Trust and to conform to any proper conditions upon which the same may be made;
- (j) to make grants donations gifts loans subscriptions and other assistance in furtherance of the objects of the Trust and to conform to any proper conditions upon which the same may be made;
- (k) to borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit;
- (l) to invest the moneys of the Trust 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 consent (if any) as may from time to time be imposed or required by law and subject also as hereinafter provided;
- (m) to take such steps by personal or written appeals, public meetings, film shows, sales of booklets, advertising matter or otherwise as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Trust to carry out any of its objects which may require such assistance provided that the Trust shall not undertake any permanent trading activities in raising funds for its primary charitable objects;
- (n) to procure and print, issue, distribute and circulate whether by gratuitously or otherwise any newspaper, periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature or materials for the promotion or furtherance of its objects or any of them;
- (o) to establish, support, subsidise, promote, co-operate or federate with affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body corporate or unincorporated established for charitable purposes only and for all or any of the objects of the Trust;
- (p) to amalgamate with any companies, institutions, societies or associations established for charitable purposes only and having objects altogether or in part similar to those of the Trust;

- (q) to transfer all or any part of the property, assets, liabilities and engagements of the Trust to any one or more of the charitable companies, institutions, societies or associations with which the Trust is authorised to amalgamate;
- (r) to pay out of the funds of the Trust the reasonable and proper costs, charges and expenses of and incidental to the formation, registration and ongoing administration of the Trust;
- (s) to do all such other lawful things as are necessary to the attainment of the above objects or any of them and as do not derogate from the charitable nature of such objects

PROVIDED that

- (i) The Trust 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 Trust would make it a Trade Union;
 - (ii) the objects of the Trust shall not extend to the regulations of the relations between workers and employer or organisations of workers and organisations of employers; and
 - (iii) in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissions for England and Wales, the Trust 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 or General Council of the Trust 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 or General Council have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee or General Council but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.
4. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust 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 Trust

PROVIDED that nothing herein contained shall prevent any payment in good faith by the Trust:

- (a) of reasonable and proper remuneration to any officer or servant of the Trust (not being a member of its General Council or Executive Committee) in return for any services rendered to the Trust;
 - (b) of interest on moneys lent by any member of the Trust or of its General Council or Executive Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Trust or of its General Council or Executive Committee;
 - (d) to any member of its General Council or Executive Committee of out-of-pocket expenses.
5. The liability of the members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust, 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, 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.
7. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other institution or institutions, and established for charitable purposes, having objects similar to the objects of the Trust, 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 Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable objects.
8. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; 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 Trust for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust 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.
9. No such 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, as shall make the Trust a company to which section 25 of the Companies Act 1981 does not apply.

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of the

NATIONAL TRACTION ENGINE TRUST

GENERAL

1. In these Articles of Association the words listed in bold below shall bear the meaning set out opposite to them respectively if not inconsistent with the subject or context:-

"The Act" means the Companies Act 1985, as amended, modified or re-enacted from time to time.

"Articles of Association" means these Articles of Association, and the regulations of the Trust from time to time in force.

"The Trust" means the above named Company.

"The General Council" means the General Council for the time being of the Trust.

"The Executive Committee" means the Executive Committee for the time being of the Trust.

"The Office" means the registered office of the Trust.

"The Seal" means the common seal of the Trust.

"The Code of Practice" means the Code of Practice drawn up by the Trust in the better organisation of steam traction engine events.

"The United Kingdom" means Great Britain and Northern Ireland.

"Month" means Calendar month.

"In writing" means 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 Articles of Association become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these Articles of Association.

2. The number of members with which the Trust proposes to be registered is unlimited.
3. The provisions of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.
5. Such persons as the General Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.
6. Members shall be desirous of furthering and developing the objects of the Trust.
7. The General Council may admit persons to Honorary Membership of the Trust at their discretion.
8. Other National or Local bodies having similar objects may join the Trust as affiliated non-statutory members with the objects of mutual understanding and the acceptance of the Code of Practice subject to and with the same conditions and the same rights and privileges as full members (so far as may be) except that they shall have no right to receive notice of or attend or vote at any General Meeting of the Trust nor shall they have any such rights as are conferred by statute on members of the Trust.

RESIGNATION

9. Any member wishing to resign shall give notice in writing to the Secretary of the Trust. Any unexpired portion of any subscription paid shall be forfeited.

EXPULSION

10. If in the opinion of the General Council a member behaves in any manner not in the interests of the Trust, he shall be invited to attend a meeting of the General Council to explain his conduct and if, in the opinion of the General Council a satisfactory explanation is not provided orally or in writing, he may be cautioned or called upon to resign his membership and, if he shall fail to resign his membership within 14 days of being called upon to do so, he may be expelled.

The proceedings of the General Council on any resolution under this rule shall not be invalidated by virtue of the non-attendance of the member whose conduct is under consideration. In the event of any member being expelled or requested to resign the balance of any unexpired portion of any subscription paid will be forfeited.

11. The subscription of ordinary members shall be an annual payment of such sum as shall be decided from time to time by the General Council of the Trust. Payment of subscription shall be due at the time of election to membership and annually thereafter on each anniversary of election without prior notice or demand by the Trust. Any member whose subscription is not paid within three months after the due date of renewal shall cease to be a member of the Trust, but he may be reinstated on renewal of his subscription.

12. Every duly elected member shall bind himself to abide by the Articles and regulations of the Trust and by any modification thereof made in conformity with such Articles and regulations. Members shall hold themselves bound in honour in all cases of dispute or disagreement as to the interpretation of the rules and regulations of the Trust to accept the decision of the General Council as final and binding.

GENERAL MEETINGS

13. The Trust 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 General Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
14. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
15. The Chairman may whenever he thinks 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. The requisition must specify clearly the purpose of the meeting and be delivered to the Secretary. The meeting shall be held in London or elsewhere, at the discretion of the Secretary. Only the matter for which the meeting shall have been convened shall be dealt with. The provisions of this Article as to the requisitioning of meetings shall be without prejudice to the Act.
16. Any member may send to the Secretary, not less than 42 clear days before the date of the Annual General Meeting, any Notice of Motion which he wishes to move at such meeting and the same shall be specified as part of the business of the meeting in the Notice convening the same.
17. 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 Articles of Association or under the Act entitled to receive such notices from the Trust; 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.
18. 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 had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. The Annual General Meeting shall be held for the following purposes:-
 - (i) *To receive the annual report, accounts and balance sheet.*
 - (ii) *To elect a President.*
 - (iii) *To elect two Vice-Presidents.*

- (iv) To elect a Chairman and two Vice-Chairmen.*
- (v) To elect the General Council.*
- (vi) To appoint Auditors.*
- (vii) To consider such other business as the General Council may bring before the meeting.*
- (viii) To consider any motions in accordance with Article 16.*
- (ix) To deal with any other competent business.*

20. 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 General Council and of the Auditors, the election of members of the General Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
21. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members personally present shall be a quorum.
22. If within one 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 General Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
23. The Chairman (if any) of the General Council shall preside as Chairman at every general meeting, and failing him the President, but if there be no such Chairman, or President, or if at any meeting neither shall 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 General Council, or if no such member be present, or if all the members of the General Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.
24. 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 at an adjourned meeting.
25. 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, and 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 Trust 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.

26. Subject to the provisions of Article 27, 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 resolution of the meeting at which the poll was demanded.
27. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
28. 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.
29. 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 the poll has been demanded.

VOTES OF MEMBERS

30. Subject as hereinafter provided, every member shall have one vote.
31. 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 Trust 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.
32. 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. A proxy must be a member.
33. 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.
34. The instrument appointing a proxy 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.
35. 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.

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

"NATIONAL TRACTION ENGINE TRUST,
"I,
"of
"a member of the above named Trust
"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
"th
"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.

GENERAL COUNCIL

37. The General Council shall have the power to fill vacancies in its number during the year, and to appoint any member of the Trust to serve on any Section or sub-Section of the General Council. Every such Section or sub-Section shall retire at the first meeting of the new General Council but may be re-appointed.
38. The President and the Chairman shall be ex-officio members of the General Council, the Executive Committee and all the Sections or sub-Sections and for the avoidance of doubt shall be entitled to vote at these bodies' meetings.
39. No person who is not a member of the Trust shall in any circumstances be eligible to hold office as a member of the General Council.
40. The day to day business of the Trust shall be conducted by an Executive Committee which shall consist of the Chairman, Treasurer, General Secretary, the Section Heads (two of which shall be vice-chairmen of the General Council) and members performing special duties. The total number shall not exceed twelve. The quorum shall be such number as the Chairman may deem adequate to deal competently with the business on the agenda. The Executive Committee shall meet at least four times in a year and shall manage the affairs of the Trust in accordance with these Articles of Association. Provided always that all acts and proceedings of such Committee shall be reported to the General Council as soon as possible.

POWERS OF THE GENERAL COUNCIL

41. The business of the Trust shall be supervised by the General Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these Articles of Association required to be exercised or done by the Trust in a general meeting, subject nevertheless to any regulations of these Articles of Association, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in a general meeting, but no regulation made by the Trust in a general meeting shall invalidate any prior act of the General Council which would have been valid if such regulation had not been made.
42. The members for the time being of the General Council may act notwithstanding any vacancy in their body; provided always that in case the members of the General Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles of Association, it shall be lawful for them to act as the General Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

SECRETARY

43. The Secretary (to be styled "General Secretary") shall be appointed by the General Council for such time at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The provisions of the Act shall apply and be observed. The General Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.
44. A Membership Secretary shall be appointed by the General Council for such time at such remuneration and upon such conditions as they may think fit and any Membership Secretary so appointed may be removed by them.

PRESIDENT

45. The Trust may have a President and two Vice-Presidents who may be elected by the Annual General Meeting and hold office for a period of three years. They shall be eligible for re-election. The President and Vice-Presidents shall be ex officio members of all Committees and Sub-Committees.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE GENERAL COUNCIL

47. The office of a member of the General 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 Trust.
 - (D) If by notice in writing to the Trust he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to the Act.

ROTATION OF MEMBERS OF THE GENERAL COUNCIL

48. At the Annual General Meeting to be held in every year, one-third of the members of the General 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.
49. The members of the General 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 General Council shall be eligible for re-election.
50. The Trust may, at the meeting at which a member of the General Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the returning 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.
51. No person not being a member of the General Council retiring at the meeting shall, unless recommended by the General Council for election, be eligible for election to membership of the General Council at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary 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 to be 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.
52. The Trust may from time to time in a general meeting increase or reduce the number of members of the General 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.
53. In addition and without prejudice to the provisions of the Act, the Trust may by Extraordinary Resolution remove any member of the General Council 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 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 GENERAL COUNCIL

54. The General 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. Unless otherwise determined, five shall be the quorum for this purpose. 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.
55. A member of the General Council may, and on the request of a member of the General Council the Secretary shall, at any time, summon a meeting of the General Council by notice served upon the several members of the General Council. A member of the General Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
56. The Chairman shall be entitled to preside at all meetings of the General 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 General Council present shall choose one of their number to be Chairman of the meeting.
57. A meeting of the General 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 Trust for the time being vested in the General Council generally.
58. The General Council may delegate any of their powers to committees consisting of such member or members of the General 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 General Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles of Association for regulating the meetings and proceedings of the General Council so far as applicable and so far as the same shall not be superseded by any regulations made by the General Council
59. All acts bona fide done by any meeting of the General Council or of any committee of the General Council, or by any person acting as a member of the General 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 General Council.
60. The General Council shall cause proper minutes to be made of all appointments of officers made by the General Council and of the proceedings of all meetings of the Trust and of the General Council and of committees of the General 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.
61. A resolution in writing signed by all the members for the time being of the General Council or of any committee of the General Council who are entitled to receive notice of a meeting of the General Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the General Council or of such committee duly convened and constituted.

ACCOUNTS

62. The General Council shall cause proper books of account to be kept with respect to:-
- (A) all sums of money received and expended by the trust and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Trust; and
 - (C) the assets and liabilities of the Trust.
- 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 Trust and to explain its transactions.
63. The books of account shall be kept at the office, or, subject to the Act, at such other place or places as the General Council shall think fit, and shall always be open to the inspection of the members of the General Council and the Executive Committee.
64. The General 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 Trust or any of them shall be open to the inspection of members not being members of the Executive Committee and General Council and no member (not being a member of the Executive Committee or General Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the General Council or by the Trust in a general meeting.
65. At the Annual General Meeting in every year the General Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account made up to such date as the Executive Committee may decide 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 General Council and Executive 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, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices shall be open to inspection and be read before the meeting as required by the Act.

AUDIT

66. Once at least in every year the accounts of the Trust 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.
67. Auditors shall be appointed and their duties regulated in accordance with the Act the members of the General Council being treated as the Directors mentioned in the Act.

NOTICES

68. A notice may be served by the Trust upon any member, either personally or by sending it through the post [, first class,] in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
69. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust 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 Trust.
70. Any notice, if served by first class 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 posted as a prepaid letter.
71. The provision of Clauses 8 and 9 of the Memorandum of Association relating to the winding-up or dissolution of the Trust shall have effect and be observed as if the same were repeated in these Articles.
72. (A) The Trust's profits, if any, or other income are to be applied in promoting its objects as set out in the Memorandum of Association.
- (B) The payment of dividends to members is prohibited.