

Memorandum and Articles
of Association
of

Rotherham Federation of
Tenants and Residents Ltd

As a Company Limited by Guarantee

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Rotherham Federation of Tenants and Residents Ltd'

1. The Company's name is Rotherham Federation of Tenants and Residents Ltd (and in this document is called "the Company")
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are to promote the benefit of the inhabitants of the Borough of Rotherham ("the area of benefit") without distinction of sex, sexual orientation, race or of political, religious or other opinions, by associating together the inhabitants and the local authorities and other organisations in a common effort to promote and aid in the development of tenant and resident empowerment within the Borough with a view to encouraging and promoting good practice and improving the conditions of life for the inhabitants.
4. In furtherance of the Objects but not otherwise the Company may exercise the following powers:
 - a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments, and to operate bank accounts in the name of the Company;
 - b) to raise funds and to invite and receive contributions conforming to any relevant statutory regulations;
 - c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - d) subject to clause 5 below to employ such staff, who shall not be Members of the Executive Committee, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - f) to co-operate with voluntary bodies, charities and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them.
 - g) 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;
 - h) to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
 - i) to collect and disseminate information on all matters relating to its Objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
 - j) to write, print or publish, in whatever form, papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its Objects, and to issue or circulate these whether for payment or otherwise;

- k) to invest money not immediately required for its Objects in or upon investments, securities or property as the Company may think fit, subject nevertheless to conditions (if any) as may for the time being be imposed by law;
- l) to borrow money and subject to consents as may be required by law, to charge all or any of the property of the Company with the repayment of money so borrowed;
- m) to insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all risks incurred in the course of the performance of the duties as may be thought fit;

n) To make grants or loans of money.

o) to do all other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company and no Member of the Executive Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration of other benefit in monetary worth from the Company. Provided that nothing in this document shall prevent any payment in good faith by the Company:
 - a) of the usual professional charges for business done by any Member of the Executive Committee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Executive Committee benefit under this provision and that a Member of the Executive Committee 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 services rendered to the Company by any member, officer or servant of the Company who is not a Member of the Executive Committee;
 - c) of interest on money lent by any member of the Company or Member of the Executive Committee 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 Executive Committee;
 - d) of fees, remuneration or other benefit in money or monetary worth to any company of which a Member of the Executive Committee 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 Member of the Executive Committee;
 - f) to any Member of the Executive Committee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she 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.
8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of

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the Company, but shall be given or transferred to some other body or bodies having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as it is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some charitable object.

We, the person whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Hilary Cahill
124 Green Lane
Rawmarsh
Rotherham, S62 6JX

Andrew Roddison
29 Treetown Crescent
Treeton
Rotherham, S26 2BG

Christine Hammond
6 Norfolk Court
Wharnccliffe
Rotherham, S65 1HP

Pat Woodcock
1 Haugh Road
Rawmarsh,
Rotherham, S62 7AP

Linda Sales
26 St Marys Road
Rawmarsh
Rotherham, S62 5BJ

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of Rotherham Federation of Tenants and Residents Ltd'

Interpretation

1. in these articles:

“the Company” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;

“the Area” means the Borough of Rotherham;

~~“Area Assembly” means a grouping of council members, residents, service delivery organisations and agencies;~~

~~“Area Assembly Area” means the geographical location that an Area Assembly covers;~~

“Area Housing Panel” means neighbourhood groups, aligned to the geographical location of Area Assemblies, with control of environmental budgets, housing and security improvements;

“Housing Area” indicates a designated geographical area at present co-terminus with Area Housing Panel Areas

“the articles” means these Articles of Association for the Company;

“clear days” in relation to the period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“the Council” means Rotherham Borough Council or its successors;

“executed” means the signing of a document;

“Executive Committee” means the governing body of the Company (and “Member of the Executive Committee of the Company” has a corresponding meaning);

“the memorandum” means the memorandum of association of the Company;

“office” means the registered office of the Company;

“the seal” means the common seal if the Company has one;

“Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

and

“the United Kingdom” means Great Britain and Northern Ireland.

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Members and Delegates

2. The subscribers to the memorandum shall be the first members of the Company.
3. The following shall be admitted as members:
 - 3.1 corporate bodies or associations which in the opinion of the Executive Committee are genuine tenants or residents associations within the Area; and
 - 3.2 each of the seven Area Housing Panels in the Borough of Rotherham, ~~and~~
 - ~~3.3 such other organisations as are admitted to membership in accordance with the rules made under Article 65 shall be members.~~Other corporate bodies or associations whose objectives are compatible with those of the Company may be admitted by the Executive Committee as associate members. Associate members shall have the right to be notified of and to attend and speak at General meetings but shall not have voting rights and shall not be treated as members for any other purpose of these Memorandum and Articles or of Statute.
4. No organisation shall be admitted as a member or associate member if it pursues any policy of barring, preventing or discouraging membership of that organisation on the grounds of nationality, colour, political or religious opinion, gender, sexual orientation, disability, or age.

Delegates

5. Each of the Members admitted under:
 - 5.1 Article 3.1 shall appoint up to two delegates, one of whom must be a tenant of Rotherham Borough Council; and
 - 5.2 Article 3.2 shall appoint one delegate, who must be a tenant of Rotherham Borough Council.
6. Each delegate shall during the period of their appointment be entitled to exercise in any general meeting of the Company all the rights and powers as the corporate body or association or Area Housing Panel as the case may be would exercise if an individual person.
7. Each member admitted under Articles 3.1, 3.2 and 3.3 shall notify the Secretary in writing within seven days of a change of delegate, any change in the name of a delegate, and any changes in address of a delegate, ~~and of any temporary substitutions of other persons to act as delegates for a particular meeting or event.~~
8. No delegate shall also be a Member of Rotherham Borough Council. No person shall be allowed to be a delegate for more than one organization.

Register of Members

9. The Company shall keep a Register of Members to record names and addresses of members,

the date membership commenced, and the date it ceased. A member is responsible for notifying the Company of any change in the member's name and address. A similar but separate register shall be kept for Associate Members.

Cessation of Membership

10. The rights and privileges of a Member shall not be transferable.
11. A Member shall cease immediately to be a member if it:
 - 11.1 ceases to fulfill any of the qualifications for membership specified in Article 3; or
 - 11.2 resigns in writing to the Secretary; or
 - 11.3 is expelled by a General Meeting called to consider the member's conduct, provided that any member to be expelled shall be given the opportunity to state ~~its~~their case to the meeting; or
 - 11.4 is wound up or goes into liquidation.

General Meetings

12. The Company shall hold an annual general meeting each year 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: ~~Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.~~ Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Executive Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Executive Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall immediately proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Members of the Executive Committee to call a general meeting, any Member of the Executive Committee or any Member of the Company may call a general meeting.

Notice of General and Delegates Meetings

14.
 - 14.1 An annual general meeting shall be called by at least twenty-one clear days' notice.
 - 14.2 -All extraordinary general meetings shall be called by at least fourteen clear days' notice
 - 14.3 ~~but a~~ generaDelegates ~~meeting~~ meeting which is not a general meeting may be called by shorter notice if it is so agreed:

~~14.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and~~

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~~14.1 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.~~

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~~14.15.~~ The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Executive Committee and auditors.

~~15.16.~~ The accidental omission to give notice of a meeting to or the non-receipt of notice by a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

~~16.17.~~ No business shall be transacted at any meeting unless a quorum is present. ~~One third of the total delegates 25% or 15 of the total delegates~~ entitled to vote upon the business to be transacted ~~whichever is the lower~~ each being a delegate of a Member, shall constitute a quorum.

~~17.18.~~ If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine.

~~18.19.~~ The chairperson of the Executive Committee or in his or her absence, the vice chairperson, shall preside as chairperson of the meeting. If neither the chairperson nor vice chairperson is present within fifteen minutes after the time appointed for holding the meeting, then Members of the Executive Committee present shall choose one of their number who is present and willing to act, to chair the meeting.

~~19.20.~~ If no Member of the Executive Committee is willing to chair the meeting in accordance with Article 19, the delegates present and entitled to vote shall choose one of their number to chair the meeting.

~~20.21.~~ The chairperson may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.~~ When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

~~21.22.~~ A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded. Subject to the provisions of the Act, a poll may be demanded by:

22.1 the chairperson; or

22.2 at least two delegates having the right to vote at the meeting;

~~22-23.~~ Unless a poll is demanded a declaration by the chairperson 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

~~23-24.~~ The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

~~24-25.~~ A poll shall be taken as the chairperson directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

~~25-26.~~ In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.

~~26-27.~~ A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is withdrawn, the meeting shall continue as if the demand had not been made.

~~27-28.~~ No notice need to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Delegates

~~28-29.~~ Subject to Article 26, every delegate shall have one vote.

~~29-30.~~ No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

Powers of Executive Committee

~~30.~~31. Subject to the provisions of the Act, the memorandum and the articles and to any Executive Committee given by special resolution, the business of the Company shall be managed by the Executive Committee who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Executive Committee by the articles and a meeting of Executive Committee at which a quorum is present may exercise all the powers exercisable by the Executive Committee.

~~31.~~32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Executive Committee shall have the following powers namely:

- 32.1 expend the funds of the company in such manner as they shall consider most beneficial for the achievement of the objects and invest in the name of the company such part of the funds as they may see fit;
- 32.2 to direct the sale or transposition of any such investments;
- 32.3 to expend the proceeds of any such sale in furtherance of the objects of the Company;
- and
- 32.4 to enter into contracts on behalf of the Company.

Executive Committee

~~32.~~33. The Company shall have an Executive Committee comprising of not less than five members.
The first Members of the Executive Committee shall be the Subscriber to this Memorandum and Association. They shall resign at the first Annual General Meeting of the Company which shall be held as soon as practicable after incorporation.

Election and Retirement of Members of the Executive Committee representing ~~Area Assembly Areas~~Housing Areas

34. Two people being delegates appointed in accordance with Article 5.1 shall be elected from ~~each of the seven Area Assembly Areas in the Borough of Rotherham~~the TARAs from each of the ~~Assembly areas~~Housing Areas to be Members of the Executive Committee.

34.1 The following nomination procedure shall apply:

34.1.1 delegates wishing to be elected as Members of the Executive Committee shall complete nomination forms ~~to be supplied by the Secretary on request. No proposer or seconder shall be required, forms sent out by the Secretary to all eligible delegates. This nomination must be proposed and seconded by members of the TARA.~~;

34.1.2 the delegate must complete the nomination form by indicating the ~~Area Assembly~~ Area Housing Area he or she represents as a delegate, sign it to signify his or her willingness to be appointed, and include in the form a statement not exceeding 250 words in support of his or her election;

34.1.3 the delegate must return the nomination form to the Secretary by no less than 35 days before the date for the Annual General Meeting;

34.1.4 written canvassing other than the statement in the nomination form shall not be permitted.

34.1.5 Each TARA shall have the power to remove from office as a member of the Executive Committee, their delegate who shall at the time of removal also cease to be a delegate

34.1.6 Notice of removal shall be signed by an authorized officer of the TARA and shall take effect on the day it is delivered to the Company's Registered Officer or any later date specified in the notice.

~~34.1.4~~34.1.7 Any replacement delegate should be notified to the Secretary under appointment procedure under 34.1.3.

34.2 The election shall be by secret postal ballot as follows:

34.2.1 separate ballot papers for each ~~Area Assembly Area Housing Area~~ listing all validly nominated candidates for that Area shall be posted to all delegates for that Area at their private addresses not less than 21 clear days before the date appointed for the Annual General Meeting;

34.2.2 completed ballot papers shall be returned to the scrutineer appointed by the Company in a sealed envelope marked "-----~~Area Assembly Area Housing Area~~ elections for Executive Committee"; ~~and naming the Area in question~~; to reach the scrutineer not less than 10 days before the date for the Annual General Meeting. It is the responsibility of the delegate voting to ensure delivery;

34.2.3 only correctly lyed completed ballot papers shall be valid and no other form of vote will be accepted. The validity of any ballot paper shall be determined by the scrutineer;

34.2.4 The result of the ballot shall be appointed-announced at the Annual General Meeting.

~~35. At the second Annual General Meeting and at every subsequent Annual General Meeting~~ Members of the Executive Committee elected in accordance with Article 34 above shall retire from office in the following rotation:

35.1 at the second Annual General Meeting, all Members of the Executive Committee for three of the seven Area Assembly Areas to be drawn firstly by lot by the Chairperson at the first Annual General Meeting,

35.2 at the third Annual General Meeting all Members of the Executive Committee for two of the remaining four Assembly Areas to next be drawn by lot the Chairperson at the first Annual General Meeting,

35.3 at the fourth Annual General Meeting all Members of the Executive Committee for the two remaining Area Assembly Areas not drawn by lot in accordance with Articles 35.1 and 35.2

35.4 and so forth so that they shall retire in a rotation which mirrors Articles 35.1 to 35.3

36. All Members of the Executive Committee retiring in accordance with Article 35 shall be eligible for re-election.

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Appointment of Members of the Executive Committee by Area Housing Panels

37. Each person being a delegate appointed by an Area Housing Panel in accordance with Article 5.2 shall also be a Member of the Executive Committee.

The following appointment procedure shall apply:

37.1.1. Area Housing Panels shall complete an annual appointment form to be supplied by the Secretary

37.1.2. The Area Housing Panel must return the Appointment Form to the Secretary by no less than 35 days before the Annual General Meeting.

38. Each Area Housing Panel shall have the power to remove from office as a Member of the Executive Committee, their delegate who shall at the time of removal also cease to be their delegate.

39. Notice of an appointment or removal under Articles 37 and 38 shall be signed by an authorised officer of the Area Housing Panel and shall take effect on the date it is delivered to the Company's Registered Office or any later date specified in the Notice.

39.1. Any replacement delegate should be notified to the Secretary under the appointment procedure specified under Article 37.1

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Casual Vacancies

40. The Executive Committee may appoint a person who is willing to be a Member of the Executive Committee to fill a vacancy. The Executive Committee may only fill vacancies where the delegates from an Area Assembly Area have failed within three months of a written request by the Company to make a nomination fill a vacancy for that particular Area Assembly Area. A Member of the Executive Committee appointed under this Article shall hold office only until the next Annual General Meeting. If not re-appointed at such Annual General Meeting he or she shall vacate office at the conclusion of the Meeting.

Election of Chairperson and Vice-Chairperson

41. Immediately following the first Annual General Meeting and immediately following every subsequent Annual General Meeting Members of the Executive Committee shall elect from among themselves a Chairperson and a Vice - Chairperson who shall not both be appointees of the same Area Assembly Area, or of any other organisation which has become a Member of the Company .

Disqualification and Removal of Members of the Executive Committee

42. A Member of the Executive Committee shall cease to hold office if he or she:

- 42.1 ceases to be a Member of the Executive Committee by virtue of any provision in the Act or any statutory re-enactment or modification of that provision; or
- 42.2 becomes incapable by reason of mental disorder, illness of injury; or
- 42.3 managing and administering his or her own affairs; or
- 42.4 resigns their office by notice to the Company (but only if at least two Members of the

Executive Committee will remain in office when the notice of resignation is to take effect); or

- 42.5 is the delegate of an organisation which ceases to be a member; or
- 42.6 is absent without the permission of the Executive Committee from all their meetings held within a period of four months and the Executive Committee resolve that his or her office be vacated; or
- 42.7 is a Member of the Executive Committee for an Area Housing Panel and notice is given of their removal under Article 38.

Executive Committee Members' Expenses

- 43. The Executive Committee may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with ~~their attendance at meetings of Executive Committee or committees of Executive Committee or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.~~

Executive Committee Members' Interests

- 44. Except to the extent permitted by clause 5 of the memorandum, no Member of the Executive Committee shall take or hold any interest in property belonging to the company or receive remuneration or be interested otherwise than as a Member of the Executive Committee in any other contract to which the Company is a party.

Proceedings of Executive Committee

- 45. ~~Subject to the provisions of the articles, the Executive Committee may regulate their proceedings as the Member of the Executive Committee, shall call a meeting of the Executive Committee.~~ It shall not be necessary to give notice of a meeting to a Member of the Executive Committee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In a case of equality of votes, the chairperson shall have a second or casting vote.
- 46. The quorum for the transaction of the business of the Executive Committee may be fixed by the Executive Committee but shall not be less than one third of their number or five Members of the Executive Committee, whichever is the greater.
- 47. The Executive Committee may act notwithstanding any vacancies in their number, but, if the number of Executive Committee members is less than the number fixed as the quorum, the continuing Members or Member of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- 48. The Executive Committee may appoint one of their numbers to be the chairperson of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Member of the Executive Committee so appointed shall preside at every meeting of Executive Committee at which they are present. But if there is no Member of the Executive Committee holding that office, or if the Member of the Executive Committee holding it is unwilling to preside or is not present within five minutes after the time appointed for the

meeting, the Executive Committee present may appoint one of their number to be chairperson of the meeting.

49. The Executive Committee may appoint one or more advisory committees consisting of:
- 49.1 three or more Executive Committee Members only in the case of an advisory committee dealing only with finance; and
 - 49.2 in any other case both Executive Committee Members and others as they think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion on the Executive Committee would be more conveniently undertake or carried out by an advisory committee: provided that all acts and proceedings of any such advisory committees shall be fully and promptly reported to the Executive Committee.
50. All acts done by a meeting of the Executive Committee, or a committee of the Executive Committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Member of the Executive Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of the Executive Committee and had been entitled to vote.
51. A resolution in writing, signed by all the Executive Committee entitled to receive notice of a meeting of Executive Committee or of a committee of the Executive Committee, shall be as valid and effective as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Executive Committee.
52. Any bank account in which any part of the assets of the company is deposited shall be operated by the Executive Committee and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two Members of the Executive Committee.

Company Secretary and Treasurer

53. Subject to the provisions of the Act, the Secretary shall be appointed by the Executive Committee for such term, at such remuneration (if not a Member of the Executive Committee) and upon such conditions as they may think fit, and any Secretary appointed may be removed by them.
54. The Executive Committee may appoint a Treasurer for such term, at such remuneration (if not a Member of the Executive Committee) and upon such conditions as they think fit, and any Treasurer appointed may be removed by them.

Minutes

55. The Executive Committee shall keep minutes ~~in books kept for the purpose:~~
- 55.1 of all appointments of officers made by the Executive Committee: and

55.2 of all proceedings at meetings of the Company and of the Executive Committee and of committees of Executive Committee including the names of the Executive Committee present at each such meeting.

The Seal

~~56. The seal shall only be used by the authority of the Executive Committee or of a committee of Executive Committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Member of the Executive Committee and by the secretary or by a second Member of the Executive Committee.~~

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Accounts

~~57.56.~~ Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

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Annual Report and Annual Return

~~58.57.~~ The Executive Committee shall comply with their statutory obligations with regard to the preparation of an annual report and an annual return.

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Notices

~~59.58.~~ Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.

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~~60.59.~~ The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

~~61.60.~~ A delegate of a member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

~~62.61.~~ Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

Indemnity

~~63.62.~~ Subject to the provisions of the Act every Member of the Executive Committee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his duties or in relation to them.

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Rules

64.63. The Executive Committee may from time to time make such rules ~~or bye laws~~ as they may deem necessary or expedient or convenient for the proper conduct and management of the company and for the purposes of prescribing classes of and conditions or membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules ~~or bye laws~~ regulate:

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- 64.1 the admission and classification of members of the Company (including the admission of organisations to membership) 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.
- 64.2 the conduct of members of the company in relation to one another and to the Company's employees;
- 64.3 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;
- 64.4 the procedure at general meetings and meeting of the Executive Committee and committees of the Executive Committee in so far as such procedure is not regulated by the articles;
- 64.5 generally, all such matters as are commonly the subject matter of company rules.

65.64. The Company in general meeting shall have power to alter, add to or repeal the rules ~~or bye laws~~ and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the company. Provided that no rule ~~or bye law~~ shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.

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