

COMPANY NUMBER: 01695822

The Companies Acts 1985 and 1989

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

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

MINERAL PRODUCTS QUALIFICATIONS COUNCIL

Company Number: 01695822

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF
MINERAL PRODUCTS QUALIFICATIONS COUNCIL**

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1. The name of the Company (hereinafter called "the Company") is
 - 2.

MINERAL PRODUCTS QUALIFICATIONS COUNCIL

2. The registered office of the Company will be situated in England.
3. The objectives for which the Company is established are:-
 - 3.1 to purchase or otherwise acquire, hold and deal (either in the name of the company or in that of any nominee) in all or any part of the shares, stocks, debenture stocks, guarantees or other interests of or in any company wherever incorporated or carrying on business, whether or not by guarantee, or otherwise howsoever constituted or of or in any association or any supreme, municipal, local or other authority whether in Great Britain or elsewhere, any lands, buildings, freehold, leasehold or other property of any tenure, or any interest in the same and real and personal property of all kinds wheresoever situated;
 - 3.2 to acquire any such shares, stocks, debentures, debenture stocks, guarantees or other interests by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for or undertake the same subject to such terms and conditions (if any) as may be thought fit and to acquire any such real and personal property by purchase, lease, exchange, hire or otherwise and subject to such terms and conditions (if any) as aforesaid;
 - 3.3 to exercise and enjoy all rights, powers and privileges and fulfil the obligations conferred or imposed by or incidental to the ownership of any such shares, stocks, debentures, debenture stocks, guarantees or other real and personal property;

- 3.4 to promote effective training and education arrangements for personnel in companies engaged in the extractive and mineral processing industries including, but not necessarily limited to china clay and ball clay, silica and moulding sands, road surfacing, ready mixed concrete, ready mixed mortar and slag industries and the associated and ancillary activities of those companies (hereinafter called "the Industries"); to study those aspects of the Industries and related operation necessary to improve the training and education of personnel, disseminate the useful results of all such study and to provide advice, information and other services;
- 3.5 to provide the means of formulating, making known, influencing and carrying out the policy of the company and its members in regard to training and education questions;
- 3.6 to act as a national point of reference in matters of training and education in the Industries;
- 3.7 to encourage, promote and assist training and education activities in the Industries generally;"

AND the Company shall have the following powers exercisable in furtherance of its said objects, but not otherwise:-

- (a) to foster and develop co-operation between employers and employees and professional institutions for the establishment of active and efficient training and educational organisations;
- (b) to represent the collective interests of the Company and its members in all negotiations with Government with a view to ensuring that training and education problems and requirements receive consideration in relation to:
 - (i) proposed legislation or action affecting training and education in the Industries; and
 - (ii) all policies having a bearing or influence on training and education in the Industries and to act in an advisory capacity to Government when called upon.
- (c) to establish and maintain standards, principles and practices of training and education in the Industries;

- (d) to monitor training and education performance of members, to administer the Extractive Industries Apprenticeship Scheme and any other training and education or apprenticeship schemes and to appoint for the purpose;
- (e) to represent the Company in all other matters where an interest in the Industries exist and generally carry on a public relations activity;
- (f) to nominate representation of the Company on an association or body and otherwise associate with other bodies having objects in any way relevant to the principal objects of the Company;
- (g) to promote, support or oppose alternations in existing laws or proposed legislation relating to training and education in the Industries and to apply the funds of the Company in the initiation or support of any action which it may deem to be in the interest of the Industries or in the furtherance of its objects;
- (h) to provide facilities for study and collect and circulate relevant and appropriate statistics and other information connected with or affecting training and education in the Industries and to be found, manage, control, support, print, publish, issue, circulate and distribute whether gratis or otherwise such papers, magazines, periodicals, publications, journals, books, circulars and other literary works and audio visual aids as may seem desirable;
- (i) to provide a central medium of useful and beneficial information and advice available for the use of persons and bodies engaged or interested in training and education in the Industries and for the public at large to the benefit of the Industries and/or its members;
- (j) to organise and administer training and education activities which are of benefit to the Industries including any apprenticeship scheme in the Industries;
- (k) to establish and support or aid in the establishment and support of any fund, association or institution and to subscribe or guarantee money for purposes in any way connected with or calculated to further the objects of the company;
- (l) to purchase, take on lease or hire or in any other way acquire any real or personal property and any rights, privileges or operations to construct, maintain and alter any buildings or erections necessary or convenient for the work of the company and to sell, lease, mortgage (by the issue of debentures or debenture stock or otherwise) exchange, partition or otherwise deal in any way with the real or personal property, rights or privileges of the company;

- (m) to borrow or raise money on such terms and on such security as may be thought fit;
- (n) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (o) to accept grants of money and contributions and donations from public and private bodies and persons towards carrying out the principal objects of the Company;
- (p) to administer and disburse to those qualifying such Government grants as may be available from time to time;
- (q) to promote, found, support or finance any other company or body for the furtherance of the objects of the Company or any of them;
- (r) to guarantee the performance of any contracts or obligations;
- (s) to do all such other objects and things as may be incidental or conducive to the attainment of the objects of the Company and any of them.

Provided that:-

- (i) In the case that the Company shall take or hold any property which may be subject to any trusts, the Company shall 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 employees or organisations of workers and organisations of employers other than in matters concerned with training and education.
- (iii) In the case of 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 Council 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 the Council would have been if no incorporation of the Company 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 of Justice or the Charity Commissioners over such Council 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.

MEMBERS

- 4 The liability of the members is limited.
- 5 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member for the adjustment of the rights of the contributories among themselves, such amounts as may be required not exceeding twenty pounds.
- 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 be paid to or distributed among the members of the Company equally.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
MINERAL PRODUCTS QUALIFICATIONS COUNCIL**

GENERAL

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

WORDS

“the Act”

“these Presents”

“the Company”

“the Council”

“the Office”

“the Seal”

“the United Kingdom”

“the Industries”

MEANINGS

means the Companies Act 1985 (as amended by the Companies Act 1989).

means the Articles of Association and the regulations of the council from time to time in force.

means the above named Company.

means the Council for time being of the Company

means the Registered Office of the Company.

means the Common Seal of the Company.

means Great Britain and Northern Ireland.

means the extractive and mineral processing industries, including china clay and ball clay, silica and moulding sands, road surfacing, ready mixed concrete, ready mixed mortar and slag industries and the associated and ancillary activities of those companies

“Year”	means Calendar Year.
“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 the visible form.
“the Secretary”	means the Secretary of the Company.

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 incorporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2 The number of members with which the Company proposes to be registered is five hundred, but the Council may from time to time register an increase of members.
- 3 The provisions of Sections 352 and 353 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- 4 The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 5 Such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.
- 6 Any person, firm or company or association engaged in the Industries or representatives of any sector of the Industries shall be eligible to be a member of the Company.

- 7 Members of the Company shall be Trade Association Members or Company Members.
- 8 Trade Association Members shall be trade associations representing the Industries.
- 9 Company Members shall be persons, firms or companies engaged in the Industries who shall not be members of any Trade Association Member.
- 10 Every application for membership of the Company shall be made in writing in a form approved by the Council which shall have absolute discretion to accept or refuse any such application. The Council shall not be obliged to give any reason for refusing to admit any applicant to membership of the Company.
- 11 Before or on election to membership of the Company every prospective or actual member shall sign an undertaking to abide by these Articles and any regulations or rules for the time being regulating the Company.
- 12 A member shall cease to be a member:-
- (a) if the member, being a company or association or other organisation, be wound up (except for purposes of reconstruction or amalgamation);
 - (b) if the member, being an individual or firm becomes bankrupt or makes an assignment in favour of his creditors;
 - (c) if the member being an individual, dies or become of unsound mind;
 - (d) if a member fails to pay his subscriptions or any instalment thereof within six months from the date when the same become due and the Council resolves that his membership shall cease;
 - (e) if the member resigns in accordance with the provisions in these presents hereinafter contained;
 - (f) if the member be expelled from the Company in accordance with the provisions in these presents hereinafter contained; and
 - (g) if the Council resolve that the membership of a member shall cease by reason of the member no long being eligible for membership.
- 13 No person, firm, company or association having ceased to be a member shall have any interest in or claim upon the Company or its funds or any part thereof but shall

be due to pay sums owing by such a member as at the date of cessation of membership.

14 Any member wishing to resign from the membership of the Company shall give not less than twelve months' notice in writing to the Secretary to expire on 31 March in any year.

15 A member may be expelled from the Company at any time by resolution of the Council passed by a majority of at least three fourths of those Employer Members present and voting at a meeting of which the member shall have had fourteen clear days' notice and at which the member shall have been given the opportunity of being heard, or any of the following reasons:-

(a) If the action of such member is or has been detrimental to the object or purposes of the Company or if such a member continues in a course of action after being notified that in the opinion of the Council such action is detrimental to the policy, objects or interests of the Company.

(b) If the Council shall consider that for any other reason it is undesirable that a member should remain a member of the Company.

TRAINING AND EDUCATION REPRESENTATIVE

16 Every member of the Company being a Trade Association Member or Company member shall on becoming a member forthwith appoint a Training and Education Representative to represent it officially in all proceedings of the Company. Such Training and Education Representative shall be a person holding a responsible position in the business of the member making the appointment. Any such appointment shall be in writing and shall be effected in such form and manner as the Council may from time to time prescribe. The member appointing a Training and Education Representative may from time to time replace him with another person. Any such replacement shall be made in writing in such form and manner as the Council may from time to time prescribe and shall take effect on the date of delivery thereof to the Secretary.

THE COUNCIL

17 The number of members of the Council shall be not less than five and no more than twenty. The Company may by Ordinary Resolution from time to time increase or reduce the minimum or maximum number of members of the Council.

- 18 The Council shall consist of Employer Members elected under Article 21 or co-opted under Article 22.
- 19 Subject to Article 17, the Employer Members of the Council shall from time to time determine the number of members of the Council to be elected or appointed under Article 18.
- 20 The qualification for an Employer Member of the Council shall be that he is either:-
- (a) a Training and Education Representative of a Trade Association or company being a member of the Company; or
 - (b) a person holding a responsible position in a company in the Industries.
- 21 All the Employer Members of the Council shall retire at every second Annual General Meeting of the Company, the first such retirement shall take place at the second Annual General Meeting after the incorporation of the Company and shall be eligible for re-election. A member of the Council returning at a meeting shall retain office until the dissolution of the meeting. Nominations for Employer Members of the Council shall be made by the Trade Association Members who shall be free to nominate any individual qualified under Article 20 and re-affirmed at two yearly intervals PROVIDED that a notice signed by not less than twenty Company Members shall be effective to nominate one Employer Member of the Council and no Company Member shall have the right to sign more than one such nomination.
- 22 The Council may at any time co-opt any qualified person as an Employer Member of the Council. Any Employer Member of the Council so appointed shall hold office until the conclusion of the next Annual General Meeting.
- 23 A member of the Council shall cease to hold office if:-
- (a) at any time he ceases to held the qualification necessary as a member of the Council; or
 - (b) a receiving order is made against him or he make any arrangement or composition with his creditors;
 - (c) he becomes of unsound mind; or
 - (d) by notice in writing he resigns his office; or

(e) he becomes prohibited from holding office by reason of any order made under the Act; or

(f) he is removed from office by a resolution pursuant to Section 303 of the Act; or

(g) he fails to attend at least one quarter of the meetings of the Council in any year and is not given leave of absence by a resolution of the Council.

24 The provisions of Section 293 of the Act shall not apply.

OFFICERS

25 The Council shall from time to time appoint the Chairman who shall take office immediately after the conclusion of the Company's Annual General Meeting and shall continue in office until the conclusion of the following Annual General Meeting.

26 The Chairman shall be re-eligible for re-appointment to that office.

STAFF

27 The Council may from time to time appoint any person to the office of the Chief Executive and Field Training and Education Adviser for such period and on such terms and with such title as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointments.

28 The Chief Executive and Field Advisers and other staff shall receive such remuneration as the Employer Members of the Council may determine.

29 The Council may entrust to and confer upon a Chief Executive and Field Training and Education Adviser such duties upon such terms and conditions and with such restrictions as they may think fit and may from time to time revoke, withdraw, altern or vary all or any of such duties.

30 The Chief Executive shall have the right to attend all meetings of the Council but shall have no right to vote. A Field Training and Education Adviser shall have no right to attend any meeting of the Council except by invitation.

SECRETARY

31 Subject to Sections 10 and 13 of the Companies Act 1985, the Council shall have the power to appoint a Secretary for such a term, at such remuneration and upon such

conditions with the provisions of Clause 4 to the Memorandum of Association as they may think and any Secretary so appointed may be removed by them.

32 Sections 203 and 204 of the Act shall apply and be observed.

POWERS OF THE COUNCIL

33 The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company, all such acts as may be exercised and done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Company and to such regulations or provisions, as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

PROCEEDINGS OF THE COUNCIL

34 The Council may meet together for the despatch 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, three Employer Members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

35 If the Chairman is not present within five minutes after the time appointed for holding a meeting of the Council, the members present may choose one of their number who is an Employer Member to be Chairman of the meeting.

36 Any three Employer Members of the Council may and on the request of three members of the Council, the Secretary shall at any time summon a meeting of the Council by notice served upon several members of the Council.

37 The Council may delegate any of its powers to standing and other committees consisting of such member or members of the Council or other persons as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as

applicable and so far as the same shall not be superseded by any regulations made by the Council.

- 38 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and any sub-committees of the Council and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 39 A resolution in writing signed by all the members for the time being of the Council or of any sub-committees of the Council who are entitled to receive notice of a meeting of the Council or any sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Council or any sub-committee duly convened and constituted.

SUBSCRIPTIONS

- 40 The Employer Members of the Council shall determine the annual subscription of the members and the individual members of the Sectoral Training Organisations. Such subscriptions in the case of members shall be sums calculated or assessed in a manner which the Council shall determine on the basis of the numbers of persons employed. Such subscriptions shall be payable in advance.

FUNDS

- 41 The funds, income and property of the Company howsoever derived shall be applied solely towards the objects on the Company.

GENERAL MEETINGS

- 42 The Company shall in 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 that 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 Council shall appoint.
- 43 Members of the Company may nominate three persons to attend any General Meeting but only nominated Training and Education Representatives shall be entitled to vote.

- 44 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 45 The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitionists as provided by Section 368 of the Act.
- 46 Twenty-one days' notice in writing at 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 a manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company but with the consent of all the Training and Education Representatives 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 Representatives may think it.
- 47 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 at any meeting.

PROCEEDING AT GENERAL MEETINGS

- 48 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.
- 49 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two Trade Association Members present or represented and entitled to vote shall be a quorum.
- 50 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Council may

determine, and if in 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.

- 51 The Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman present and willing to preside within fifteen minutes after the time appointed for holding the meeting, the members present shall choose some member of the Council, or if no such member of the Council present is willing to take the chair, they shall choose some member of the Company who shall be present to preside.
- 52 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 the 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.

VOTES

- 53 Save as hereinafter provided, at every General Meeting on a show of hands each Member shall have one vote and on a poll each member represented by its Training and Education Representative or by proxy shall have one vote for every £10.00 or part thereof of the annual subscriptions last paid by it.
- 54 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 represented by their Training and Education Representatives, or by proxy and or by a member or members represented by the Training and Education Representative, or by proxy and representing one-tenth of the total voting rights of all 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 Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against the resolution. The demand for a poll may be withdrawn.

- 55 Subject to the provisions of the following Articles, if a poll be demanded in a manner aforesaid, it shall be taken at such a time and place, and in such a 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.
- 56 The Secretary shall inform the Chairman as to the number of votes cast and the result of the poll.
- 57 No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.
- 58 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.
- 59 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 60 Votes may be given on a poll either by personally or by proxy. On a show of hands a member present only by proxy shall have no vote.
- 61 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal.
- 62 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or 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 proposed 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.
- 63 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 or before the time appointed for the taking of the poll.

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

"I
of
a member of
hereby appoint
of
and failing him
of
to vote for me and on my behalf (at the [Annual or Extraordinary or Adjourned, as the case may be] General Meeting)
of the Company to be held on the _____ day of _____
(and at every adjournment thereof).

As witness my hand this _____ day of _____ 20 ____"

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

THE SEAL

65 The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one member of the Council and the Secretary, and the said members and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

THE ACCOUNTS

66 The Council shall cause accounting records to be kept in accordance with the Act and any statutory amendments or re-enactments thereof.

67 The accounting records shall be kept at the office or, subject to Sections 221, 222 and 223 of the Act at such other place or places as the Council shall think fit and shall always be open to be inspection of the members of the Council.

- 68 The Council shall from time to time, determine whether and to what extent and at what time and places under what conditions or regulations the accounts and books of the Company or any of them shall be open to be inspection of members not being members of the Council, and no member (not being a member of the Council) shall have nay right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.
- 69 At the Annual General Meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such a meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements at 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 Section 238 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the same manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 240 of the Act.

AUDIT

- 70 Once at least in every year, the accounts of the Company 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.
- 71 Auditors shall be appointed and their duties regulated in accordance with Sections 389 of the Act and Section 237 of the Companies Act and Sections 384 to 392 of the Companies Act, the members of the Council being treated as the Directors mentioned in those Sections.

NOTICES

- 72 A notice may be served by the Company upon any member either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the Register of Members.

- 73 Any member described in the Register of Members by an address, not within the United Kingdom, who shall from time to time give the company 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 received notice from the Company.
- 74 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a pre-paid letter.

BYE-LAWS

- 75 The Council may from time to time, make Bye-Laws in relation to the Company and may at any time in a like manner, annul or vary any Bye-Laws so made and all Bye-Laws so made and for the time being, in force shall be binding on all the members of the Company and shall have the effect accordingly and it is hereby expressly declared that the following shall be deemed to be Bye-Laws in relation to the Company within the meaning of their Article:-
- (a) Bye-Laws relating to the government of the Company.
 - (b) Bye-Laws relating to the rights and obligations of the members of the Company.
 - (c) Bye-Laws supplementary to these Articles or in furtherance of any of the objects of the Company which the Council may recommend.
 - (d) Bye-Laws prescribing the form and manner in which any person may apply for membership of the Company or for prescribing the form and manner in which a Training and Education Representative is to be appointed.
 - (e) Bye-Laws establishing rules of conduct with regard to training and education, binding upon members of the Company.

Provided that no Bye-Law shall be made under this power which would amount to such an addition to or modification of these presents as could only legally be made by Special Resolution passed in accordance with the provisions of Section 387 of the Act.

DISSOLUTION

- 76 Clauses 5 and 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.
- 77 Subject to the provisions of the Act, every member of the Company and Officer (as defined by the Act) and Auditor of the Company shall be indemnified out of the funds of the Company against all liability, loss, costs and charges which he may incur or be put to by reason or in consequence of any act, matter or thing done or permitted by him in or about bona fide execution of the duties of his office.