

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**Memorandum
And
Articles of Association**

THE ELHAM VILLAGE HALL ASSOCIATION LIMITED

INCORPORATED THE 15TH DAY OF AUGUST, 1951

No. 00498497

Certificate of Incorporation.

I hereby testify that

THE ELHAM VILLAGE HALL ASSOCIATION LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited

Given under my hand at London this Fifteenth day of August, One thousand nine hundred and fifty-one.

A. T. RUBY,

Assistant Registrar of Companies

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association

OF

THE ELHAM VILLAGE HALL ASSOCIATION LIMITED

1. The name of the Company (hereinafter called "the Association") is THE ELHAM VILLAGE HALL ASSOCIATION LIMITED.
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established are: -
 - (1) To promote the benefit of the inhabitants of the village of Elham in the County of Kent and the neighbourhood without distinction of sex or of political, religious or other opinions, by providing facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life of the said inhabitants.
 - (2) For the purpose of and incidental to affecting the above objects or any of them but not further or otherwise:
 - (a) To establish or secure or join in the establishment of a Village Hall and Community Centre and to maintain and manage either alone or in conjunction with others such a centre or hall.
 - (b) To print publish and issue a magazine newsheet or other periodicals books or publications relating to the affairs or activities of the Association and to procure the publication of articles and features, to organise undertake and carry on exhibitions, demonstrations, fairs, competitions and all kinds of shows, sports and entertainments including plays, cinematograph films and concerts, to collect, collate and distribute all kinds of information and advice.
 - (c) To provide accommodation for any of the activities of the Association and secretarial, instructional, and other services in connection with such activities.
 - (d) Subject to the provisions of section 14 of The Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire land and buildings and other property real or personal and any rights and privileges and to construct, maintain and alter any buildings works or erections of any kind.
 - (e) To sell, lease, let, mortgage, exchange or otherwise dispose of in any way all or any of the property or assets of the Association.
 - (f) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
 - (g) To invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may be thought fit.
 - (h) To invite and receive from members of the Association and others contributions, whether by way of annual or other subscriptions, donations or bequests, and to promote the objects of the Association by making grants, subscriptions or donations.

- (i) To undertake and execute any trust which may be lawfully undertaken by the Association.
 - (j) To represent the persons referred to in clause (1) hereof or any of them on any council, committee, board or other body whether now in existence or hereafter established where the objects of the Association are affected.
 - (k) To promote any other company or body for the purpose only of undertaking any of the objects of the Association or for any other charitable purposes.
 - (l) To do all such other things as are incidental to the attainment of the objects of the Association or any of them in any part of the world and either as principals or agents.
4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one shilling.
6. The Association 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 Association would make it a Trade Union.

In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

7. The income and property of the Association wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding [five] per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Council of Management or other Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Association provided that the provision last aforesaid shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable or Telephone Company of which a member of the Council of Management or other Governing Body may be a member or any other Company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having solely charitable objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some other solely charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association; and, 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 Association for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

K. DYKES,	Ottinge Court Farm, Elham.	Farmer.
RUTH HARROWING,	Boyke Manor, Elham.	Ottinge Councillor.
HERBERT PALMER,	North Elham, Elham, Canterbury.	Farmer.
ALAN PATERSON-BROWN,	Mount Bottom, Elham.	Retired Officer.
R. H. ISAAC WILLIAMS,	The Vicarage, Elham, Nr. Canterbury.	Clerk in Holy Orders.
GEO. W. JUDGE,	The Nook, Elham, Canterbury.	Retired.
F. VERNEY,	High Street, Elham.	Tailor.

DATED this Twentieth day of June 1951.

WITNESS to the above signatures: -

RUTH BIRON,	The Cottage, Elham, Canterbury.	Spinster.
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ARTICLES 1; 5 (1) (c); 33(2); 54; and 69, WERE AMENDED BY A RESOLUTION OF THE E.G.M. OF JUNE 4th, 1993
ARTICLES 63 and 64, WERE AMENDED BY A RESOLUTION OF THE E.G.M. OF November 24th, 2007
ARTICLES 6, 8, 19, 33, 34,39,46,51,53,55 and 56 WERE AMENDED BY A RESOLUTION OF THE A.G.M. OF
December 11th, 2019

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Articles of Association

OF

THE ELHAM VILLAGE HALL ASSOCIATION LIMITED

INTERPRETATION.

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

WORDS	MEANINGS
The Act	The Companies Act, 1948, and subsequent Companies Acts.
These Regulations	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The above-named Association.
The Council	The Council of Management for the time being of the Association.
The Executive Committee	The Executive Committee appointed by the Council for the time being.
The Office	The registered office of the Association.
The Seal	The Common Seal of the Association.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
United Kingdom	Means Great Britain and Northern Ireland.

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 partnerships, corporations and unincorporated associations and other bodies.

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

MEMBERSHIP

2. The number of Members with which the Association proposes to be registered is 300 but the Council may from time to time register an increase of members.
3. The provisions of Section 110 of the Act shall be observed by the Association and every candidate for membership of the Association shall forward to the Secretary an application in such form and with such particulars as the Council may from time to time prescribe, duly signed. Such application shall comply with the conditions of any bye-laws or other regulations relating to the admission of members which may for the time being be in force and shall be deemed a consent to become a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The members of the Association shall consist of the following only:
 - (1) Individual members who shall comprise the following: -
 - (a) The subscribers to the Memorandum of Association.
 - (b) All persons over the age of 18 years who shall reside or hold property situate in the Parish of Elham, Kent, and who shall be admitted by the Council to membership. Such members and the subscribers to the Memorandum of Association are hereinafter referred to as " Ordinary Members."
 - (c) All persons under the age of 18 years who shall reside in the Parish of Elham who shall be admitted to membership by the Council. Such members are hereinafter referred to as "Junior Members", and although Junior Members are entitled to attend General Meetings they have no voting rights at such meetings.
 - (d) Any persons not resident in or holding property in the Parish of Elham but who shall be admitted to associate membership of the Association by the Council. Such members are hereinafter referred to as "Associate Members." Associate Members shall be admitted on such terms and conditions and with such rights and privileges (including voting powers) as the Council shall in each case in its absolute discretion from time to time determine and such terms and conditions, rights and privileges may differ in any case from those applicable to any other associate member if the Council shall so think fit.
 - (2) Group members who shall consist of such local statutory or other authorities and such voluntary or other organisations operating in Elham or its environs as the Council shall admit to group membership as having in its opinion aims of a social recreational or educational character not inconsistent with the objects of the Association as set out in the Memorandum of Association. Such members are hereinafter referred to as " group members."
 - (3) Honorary members, who shall be such persons as the Council shall admit to honorary membership of the Association as being persons distinguished in public life or in any professional public or financial body or association or otherwise deemed desirable to be admitted to honorary membership of the Association. The Council shall if so directed by the Association in General Meeting admit to honorary membership of the Association any particular person or persons. Honorary members shall not be required to sign any application form nor to pay any subscriptions or entrance fee or other levy but shall be entitled to attend at meetings of the Association but shall not be entitled to any vote thereat. Provided always that any honorary member shall be eligible for election to the office of President, Vice-President, Treasurer or Secretary or to serve on the Council or any Committee thereof and if so elected such honorary member shall have the same voting rights when acting as such officer or member of the Council or Committee (but not further or otherwise) as he would have had if he had been an ordinary member of the Association. Honorary membership may be terminated by the Council in the same way as ordinary membership.

6. The Council:
 - (a) may require applications for membership to be made in any reasonable way that they decide;
 - (b) may refuse an application for membership if they believe that it is in the best interests of the Association for them to do so;
 - (c) may, if they decide to refuse an application for membership, give the applicant their reasons for refusal but shall not be required to do so;
 - (d) any decision to refuse an application for membership shall be final.
7. (1) Any member who shall be admitted by the Council to have contributed to the funds of the Association prior to the date of incorporation of the Association shall not be liable to pay any subscription on admission to membership, in respect of the first year of his membership. The decision of the Council whether any member is entitled to exemption under this sub-clause shall be final and binding.
 - (2) Subject to sub-clause (1) hereof every member except an honorary member shall pay to the Association on demand and in each subsequent year on the anniversary of the date of his admission, such subscription as the Council may from time to time fix. Subscriptions may vary as between individuals members and group members and as between different classes of individual members. The Council may at any time if it shall think fit require an entrance fee for new members and may dispense from time to time with such requirement. No increase of any subscription from time to time payable under this Article shall come into operation until after the expiration of three months after notice of the increase has been given to all the members liable to pay such increased subscription and entitled to receive notices under these regulations. No part of any subscription or entrance fee shall be refundable unless the Council shall expressly determine that it shall be refunded in any particular case.
8. Any member whose annual subscription has lapsed shall remain a member until they have failed to respond to a reminder from the Membership Secretary. Failure to respond is deemed a resignation from membership. Should they reapply for membership at any time during that same year they shall pay the full annual subscription.
9. The Council shall have power to suspend or cancel the membership of any member of the Association after giving such member an opportunity of being heard but the Council shall not be under any obligation to give any reason for such suspension or cancellation. The decision of the Council in relation to any such suspension or cancellation shall be final.
10. Any person who by resignation or otherwise shall cease to be a member shall, nevertheless, remain liable for and shall pay to the Association any sums which at the time of his ceasing to be a member may be due from him to the Association for subscription money or otherwise. The Council may reinstate as a member a person who has ceased to be a member on such terms as may be deemed proper and with or without payment of any additional entrance fee or of any subscription for the year in which such member shall be reinstated.
11. The rights and privileges of a member shall not be transferable or transferable or transmissible by his own act or operation of law, and shall cease on his death, or in the case of a corporate or other body on its dissolution.
12. No member shall be entitled whilst any subscription or other sum shall be more than one month overdue and payable to the Association by such member to exercise any of the privileges of membership, and the Council may summarily remove from the register the name of any member in respect of whom any subscription or other sum due from him is three months in arrear.

13. All annual subscriptions and entrance fees of members and all other funds of the Association, except trust funds, levies for special purposes and donations accepted for some specific purpose, shall be available for the ordinary purposes of the Association including the expenses of management thereof Provided that no moneys or other assets of the Association shall be applied for any purposes other than those authorised by the Memorandum of Association. The Council shall have power to accept from any member or non-member donations either for general or specific purposes within the objects of the Association and may allocate any funds of the Association except as aforesaid at the discretion of the Council to any section of the Association for its use or benefit.
14. The members of the Association may with the written permission of the Council be formed into sections for the furtherance of particular common activities within the objects of the Association and the members of any such sections may make such regulations and raise such levies for the particular purposes of the section as they shall think fit Provided that such regulations are not inconsistent with the provisions of these regulations and shall be first approved by the Council before becoming operative and the decision of the Council whether or not to approve any such regulation or proposed levy shall be final.

GENERAL MEETINGS.

15. The Association shall hold a General Meeting once in every calendar year as its annual general meeting at such time and place as the Council may determine and the annual general meeting shall be specified as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of such preceding meeting and that so long as the Association holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. All general meetings other than annual general meetings shall be called extraordinary meetings.
16. The President, the Vice-President or the Council, or any three members thereof, may whenever they think fit convene an extraordinary meeting and extra- ordinary meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 132 of the Act but section 134 thereof shall not apply to the Association.
17. Subject to the provisions of the Act relating to Special Resolutions, twenty- one days notice at the least of every Annual general meeting and fourteen days notice at 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 as are under these presents or under the Act entitled to receive such notices from the Association, but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof 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. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an annual general meeting shall be deemed special with the exception of consideration of the income and expenditure account and balance sheet, the reports of the Council and of the honorary officers of the Association and of the auditors, the election of members of the Council and the fixing of any remuneration of the auditors.
20. 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 ten members present in person and entitled to vote shall be a quorum unless and until the Association in General meeting shall otherwise determine.

21. If within fifteen minutes 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 Chairman shall appoint, and if at such adjourned meeting a quorum is not present the members present shall be a quorum.
22. The President, or if he shall be absent or unwilling to act, the Vice-President, shall preside as chairman at every general meeting but if neither the President nor the Vice-President shall be present and willing to act, or if at any meeting neither of them shall be present at the time appointed for holding the same, the members present shall choose a member of the Council or if none such be present, or if all the members of the Council present decline to take the Chair, they shall choose some member of the Association who shall be present and entitled to vote, to preside.
23. 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.
24. (1) At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote unless before or upon the declaration of the result of a show of hands a poll be demanded in writing by the chairman or by five members present and entitled to vote or by members 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 has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) If on the taking of a vote on a show of hands the right of any particular person present to vote shall be challenged, either before or immediately on the declaration of the result of the vote by the chairman, and such vote is disallowed, the resolution shall be again put to the meeting to be voted upon.

(3) The demand for a poll may be withdrawn.
25. Subject to the provisions of Article 26, 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.
26. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
27. 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.
28. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

29. Subject in each case to Article 12 hereof every ordinary member and every authorised representative of a group member present in person and entitled to vote shall have one vote on a show of hands and one vote on a poll. No member or authorised representative of a member shall be entitled to appoint a proxy. An Associate member shall have only such voting rights (if any) as may be conferred by the Council at the time of admission of such Associate member or at any time there- after. Junior members shall have no voting rights at general meetings.

30. (1) Every Group Member or other member being a corporation or other body shall by resolution of its directors or other governing body nominate such person as it shall think fit and as shall be approved by the Council, to represent it at any meeting of the Association and the person so nominated shall be entitled to exercise the same powers on behalf of the Group member, corporation or other body aforesaid, which he represents as such Group member, corporation or body, could exercise if it were an individual person. A member so represented at a meeting shall be deemed to be present in person for the purpose of these regulations.
- (2) Any member being a partnership firm shall be represented by any partner thereof, or, if notice shall be given to the Secretary in writing in form to be prescribed by the Council and subject to the right of the Council to reject any such representation without giving any reason, by a manager thereof. A member so represented at a meeting shall be deemed to be present in person for the purpose of these regulations.
31. Any representative nominated under Article 30 hereof may serve on the Council or any Committee but on his nomination being terminated by the member appointing him, the representative substituted by such member shall not thereby, ipso facto become a member of the Council or Committee in place of the representative whom he replaces.
32. No objection shall be made as to the validity of any vote except at the meeting at which such vote shall be tendered and every vote not disallowed at such meeting by the chairman shall be deemed valid.

COUNCIL OF MANAGEMENT AND OFFICERS.

33. The business of the Association shall be managed by a Council of Management (herein referred to as " the Council ") whose services shall be honorary. Unless and until otherwise determined by the Association in General Meeting, the Council shall consist of a President, Vice-President, Treasurer, Secretary and not less than two other members.

Such other members shall be elected from the ordinary members and authorised representatives of Group members of the Association.

No person shall be elected a member of the Council or an honorary officer unless he shall be a member of the Association or the authorised representative of a member pursuant to Article 30 hereof and any member of the Council or any honorary officer who shall cease to be a member of the Association shall ipso facto vacate office.

At the first meeting of the Council following the Annual General Meeting of the Association the President, Vice-President, Treasurer and Secretary shall retire and if eligible, may offer themselves for re-election. The members of the Council shall elect from amongst the members the Council the President, Vice-President, Treasurer and Secretary.

The Council may from time to time co-opt or determine to be ex-officio members of the Council, members of the Association as the council shall decide, subject however to the provisions of the Memorandum of Association.

34. The first members of the Council shall be appointed in writing by the signatories to the Memorandum of Association and they shall from amongst their number or the other members of the Association for the time being qualified for such appointment appoint a first President, Vice-President, Honorary Treasurer and Honorary Secretary. The first Council and honorary officers shall hold office until the first annual general meeting of the Association when they shall all retire.

At each Annual General meeting of the Association one third of the members of the council shall retire and if eligible may offer themselves for re-election. At each Annual General Meeting the members of the Association present shall elect the members of the Council requiring to be elected.

35. A retiring officer or member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is resolved not to fill his place.
36. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members of the Council or some of them, are not filled up, the retiring members of the Council or such of them as have not had their places filled up shall if willing to act be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Council.
37. The Council may from time to time and at any time appoint any member of the Association eligible under these Articles either to fill a casual vacancy or by way of addition to its number provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next annual general meeting but he shall then be eligible for re-election. In the event of any of the honorary officers of the company ceasing to hold office during his term of office by reason of death, disqualification or retirement, the Council may appoint any of its members to fill such vacant office but such member shall hold office only until the next annual general meeting.
38. The members of the Council who shall retire by rotation in each year shall be those who have been longest in office since their last election but, as between persons who became members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. If the number of members of the Council is not a multiple of three then the nearest to one-third shall retire from office.
39. This article has been deleted.
40. The provisions of Section 185 of the Act or any statutory enactment or modification thereof for the time being in force shall not apply to the Company.

POWERS AND DUTIES OF COUNCIL.

41. The Council may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
42. The Council may act notwithstanding any vacancy in its body; provided always that in case the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as a Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
43. The Council may from time to time at their discretion raise or borrow from one or more of the members, or from any other person, firm or company, or secure the payment of any sum or sums of money for the purposes of the Association authorised by the Memorandum of Association.
44. The Council may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debentures or Debenture Stock of the Association charged upon all or any part of the property of the Association (both present and future).
45. The Council shall have power to appoint and dismiss such officers and servants of the Association on such terms and conditions as to remuneration or otherwise as it may consider expedient for the purposes of the Association but so that no member of the Council or honorary officer shall be appointed to any paid employment or be paid any remuneration for his services whilst he shall remain a member of the Council or an honorary officer.

PROCEEDINGS OF THE COUNCIL.

46. The Council may meet 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 by the Council the quorum shall be five members of the Council, at least one of whom shall be either the President or Vice President.
47. 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.
48. The chairman or not less than one-third of the total number of members of the Council for the time being may, and on the request of the Chairman or such proportion of the members of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members thereof. A member of the Council who is absent from the United Kingdom shall not be entitled to a notice of a meeting.
49. The President, or if he is absent or unwilling to preside then the Vice- President shall preside at Meetings of the Council. If neither the President nor the Vice-President is present and willing to preside within five minutes after the time appointed for the holding of the meeting the members of the Council shall choose one of their number to act as Chairman of the Meeting.
50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

EXECUTIVE COMMITTEE.

51. This Article has been deleted.
52. This Article has been deleted.
53. This Article has been deleted.
54. This article was deleted, in accordance with the wishes of the Charity Commissioner.

MINUTES.

55. The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and the Council and any sub-committee 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 stated therein.
56. A memorandum in writing signed by all members of the Council or any sub-committee for the time being shall be as valid and effectual as if it were a Resolution passed at a meeting of the Council or such sub-committee duly convened and constituted as the case may be.

THE SEAL.

57. The Council shall provide a Common Seal for the Association and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. Such Common Seal shall be deposited in the Office.
58. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members of the Council 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 Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF COUNCIL MEMBERS.

59. The office of a member of the Council or of any honorary officer of the Association shall be vacated: -
- (a) If a receiving order is made against him or he becomes bankrupt or suspends payment or makes any arrangement or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he ceases to be a member of the Association or the duly authorised representative of a member of the Association.
 - (d) Subject to any agreement he may have entered into with the Association if by notice in writing to the Association he resigns his office.
 - (e) If he ceases to hold office by reason of any order made under section 188 of the Act.
 - (f) If he is removed by a resolution of the Association.
 - (g) If he is requested in writing by all other members of the Council to resign.

ACCOUNTS.

60. The Council shall cause proper books of account to be kept with respect to:
- (a) All sums of money received and expenses by the Association and the matters in respect of which such receipts and expenditure take place.
 - (b) All sales and purchases of goods by the Association; and
 - (c) The assets and liabilities of the Association.

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 Association and to explain its transactions.

61. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.
62. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.
63. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting accompanied by an annual report of the Council.

AUDIT.

64. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure accounts and balance sheet shall be ascertained by an independent examiner.

NOTICES.

65. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
66. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give to the Association 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 only ordinary members, group members, honorary members and associate members (if entitled to attend and vote at meetings) described in the Register of Members by an address within the United Kingdom shall be entitled to receive Notices from the Association. Notice of every annual general meeting shall however be given to the auditor or auditors for the time being of the Association.

67. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

INDEMNITY.

68. So far as allowed by the Act or any re-enactment or statutory modification thereof for the time being in force, every member of the Council or any committee or sub-committee thereof, the Honorary Treasurer, the Secretary and the other officers or servants of the Association shall be indemnified by the Association against and it shall be the duty of the Council out of the funds of the Association to pay all costs losses and expenses which any such member officer servant or auditor may lawfully incur or become liable to by reason of any contract properly entered into or act or deed properly done by him as such member, officer, servant or auditor or in any way in the discharge of his duties, including travelling expenses.

69. In the execution of the trusts hereof no trustee shall be liable for any loss of the property of the charity by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or any other trustee hereof in good faith (provided reasonable supervision shall have been exercised) although the appointment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by any trustee hereof or by reason of any other matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the trustee who is sought to be made liable.

WINDING UP.

70. In a winding up of the Association, the surplus assets, if any, of the Association after the satisfaction of all its debts and liabilities, shall be disposed of in accordance with the provisions in that behalf contained in the Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

K. DYKES,	Ottinge Court Farm, Elham.	Farmer.
RUTH HARROWING,	Boyke Manor, Elham.	Ottinge Councillor.
HERBERT PALMER,	North Elham, Elham, Canterbury.	Farmer.
ALAN PATERSON-BROWN,	Mount Bottom, Elham.	Retired Officer.
R. H. ISAAC WILLIAMS,	The Vicarage, Elham, Nr. Canterbury.	Clerk in Holy Orders.
GEO. W. JUDGE,	The Nook, Elham, Canterbury.	Retired.
F. VERNEY,	High Street, Elham.	Tailor.

DATED this Twentieth day of June 1951.

WITNESS to the above signatures: -

RUTH BIRON,	The Cottage, Elham, Canterbury.	Spinster.
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