

**THE COMPANIES ACTS 1985 AND 1989**

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



**MEMORANDUM OF ASSOCIATION  
ARTICLES OF ASSOCIATION  
and  
RULES**

**of the**

**INTERNATIONAL ASSOCIATION OF HYDROGEOLOGISTS**

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

**MEMORANDUM OF ASSOCIATION**

**of**

**INTERNATIONAL ASSOCIATION OF HYDROGEOLOGISTS**

1. The Company's name is the International Association of Hydrogeologists (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are to advance public education and promote research (and disseminate the useful results of such research) in the study and knowledge of Hydrogeological science.<sup>1</sup>
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - (1) 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 Charity;
  - (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (3) to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
  - (4) to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Council or of a financial expert acting under their instructions and to pay any reasonable fees required;
  - (5) to make grants or loans of money and to give guarantees;
  - (6) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property including, without limitation, acquiring such of the assets and effects of the unincorporated association known as the "International Association of Hydrogeologists" as may legally be taken over by the Charity and subject to the liabilities (if any) attaching thereto;

<sup>1</sup> Amended by a Special Resolution of the Company passed on 26<sup>th</sup> September 2000.

- (7) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
  - (8) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the Council Members"), 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;
  - (9) to insure Council Members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or which is alleged to be a breach of trust or a breach of duty, unless the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
  - (10) to establish, support or administer any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (11) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
  - (12) to enter into contracts to provide services to or on behalf of other bodies;
  - (13) to establish subsidiary companies to assist or act as agents for the Charity;
  - (14) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
  - (15) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity 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 Charity, and no Council Member shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (1) of the usual professional charges for business done by any Council Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of Council Members benefit under this provision and that a Council Member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
  - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Council Member;
  - (3) of interest on money lent by any member of the Charity or Council Member 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 Council Members;
  - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Council Member may also be a member holding not more than 1 per cent of the issued share capital of that company;

- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a Council Member;
  - (6) to any Council Member of reasonable out-of-pocket expenses.
  - (7) of premiums, fees and similar charges for insuring Council Members in accordance with clause 4(9) above or indemnifying them in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings).
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity'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 Charity'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 Charity 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 the Charity, but shall be given or transferred to some other charity or charities 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 is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

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

**Signatures, Names and Addresses of Subscribers**

Signed: M. J. Knight

Name: Michael John Knight  
Address: 54 Wattle Road  
Jannali  
New South Wales 2226  
Australia

Witness to the above signature:

Name: Janet Lilian Knight  
Address: 54 Wattle Road  
Jannali  
New South Wales 2226  
Australia

Occupation: Teacher

Signed: A. C. Skinner

Name: Andrew Charles Skinner  
Address: 2(B) Bertie Road  
Kenilworth  
CV8 1JP UK

Witness to the above signature:

Name: C. Watson  
Address: 33 Wellington Grove  
Solihull,  
B91 IEA UK

Occupation: Personal Assistant

Signed: John B W Day

Name: John Bartlett Warren Day  
Address: "Oakwood" Dippenhall  
Farnham, Surrey  
GU10 5EB  
UK

Witness to the above signature:

Name: Lesley Elizabeth Campbell  
Address: "Foxhill" Dippenhall  
Nr. Farnham  
Surrey GU10 5EB

Occupation: Company Director

DATED this 14<sup>th</sup> day of March 2000

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

**ARTICLES OF ASSOCIATION**

**of**

**INTERNATIONAL ASSOCIATION OF HYDROGEOLOGISTS**

**Interpretation**

1 In these articles:

"the Act" means the Companies Act 1985 (an Act of the United Kingdom Parliament) including any statutory modification or re-enactment thereof for the time being in force in England and Wales;

"the articles" means these Articles of Association of the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a 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 have effect;

"the Council" means the Board of Directors for the time being of the Charity;

"Council Member" means a director of the Charity;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"President" means the person from time to time elected to that office and who shall be chairman of the Council and of the Charity in general meeting;

"Rules" means the rules of the Charity made under Article 57 from time to time and for the time being in force;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland;

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

**Members**

2(1) The subscribers to the memorandum and such other persons or organizations as are admitted to

membership in accordance with the Rules shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by or on behalf of the Council in accordance with the Rules.

- (2) Unless the Council or the Charity in general meeting shall make other provision under the Rules, the Council may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

### **General meetings**

- 3 The Charity 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 Charity and that of the next: Provided that so long as the Charity 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 Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4 The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### **Notice of general meetings**

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or for appointing a person as a Council Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed:
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) 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 percent of the total voting rights at the meeting of all the members.

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 auditors.

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

### **Proceedings at general meetings**

- 7 No business shall be transacted at any meeting unless a quorum is present. Fifty persons entitled to vote upon the business to be transacted, each being a member or a duly authorized representative of a member organization, shall constitute a quorum.
- 8 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 such time and place as the Council may determine.
- 9 The President or in his absence some other Council Member nominated by the Council shall preside as chairman of the meeting, but if neither the President nor such other Council Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
- 10 If no Council Member is willing to act as chairman, or if no Council Member is present within fifteen

minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11 The chairman of a meeting may, with the consent of the 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.

12 A resolution put to the vote of a meeting shall be decided on a poll.

13 A poll shall be taken immediately on each resolution put to the vote in such manner as the chairman directs and he 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 taken.

14 In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

15 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### **Votes of members**

16 Subject to Article 14 every member (other than associate members) shall have one vote which may be cast personally or by proxy or, in the case of a corporate member, by a duly appointed representative.

17 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

18 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 chairman of the meeting whose decision shall be final and conclusive.

19 A vote given by the duly authorized representative of a member organization shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given.

20 Any organization which is a member of the Charity may by resolution of its Council or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorized shall be entitled to exercise the same powers on behalf of the organization which he represents as the organization could exercise if it were an individual member of the Charity.

21. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor, and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of INTERNATIONAL ASSOCIATION OF HYDROGEOLOGISTS hereby

appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him  
of \_\_\_\_\_



as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on \_\_\_\_\_ 19 \_\_\_\_ and at any adjournment thereof.

Signed on \_\_\_\_\_ 19 \_\_\_\_ .

22. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of INTERNATIONAL ASSOCIATION OF HYDROGEOLOGISTS hereby

appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him

of \_\_\_\_\_

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on \_\_\_\_\_ 19 \_\_\_\_ and at any adjournment thereof.

Signed on \_\_\_\_\_ 19 \_\_\_\_ .

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution no. 1 +for +against

Resolution no. 2 +for +against

+ strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_ .

23. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council shall be deposited at the Office or such other place as is specified in the notice convening the meeting or in any instrument or proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

#### **Council Members**

24. The number of Council Members shall be not less than three and (unless otherwise determined by ordinary resolution) shall not be more than thirteen and shall be such persons as the Rules shall from time to time prescribe.
25. The first Council Members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Council Members shall be appointed as provided subsequently in the articles.

#### **Powers of the Council**

26. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Council who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Council 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 Council by the articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

27 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Council shall have the following powers, namely:

(1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

(2) to enter into contracts on behalf of the Charity.

#### **Executive Committee**

28 The Council may appoint an Executive Committee consisting of the President, the Secretary-General, the Treasurer and as many of the other members of the Council as the President deems appropriate. The Council may from time to time give and delegate any of their powers to the Executive Committee and otherwise the Executive Committee shall exercise such delegated powers as are from time to time set out in the Rules.

#### **Appointment and retirement of Council Members**

29 At the first annual general meeting all the Council Members shall retire from office. The Council Members then elected at the first annual general meeting shall hold office until the conclusion of the fourth annual general meeting to be held after the meeting at which they were appointed when they shall all retire and the Council Members then appointed and subsequently appointed at an annual general meeting (save for the purpose of filling a casual vacancy) shall hold office until the conclusion of the fourth annual general meeting to be held after the meeting at which they were appointed. The President shall have only one term of office and may not be re-elected to that office. All other members of the Council (with the exception of the Secretary-General and the Treasurer) shall be entitled to stand for re-election to the Council on one occasion only and shall not be eligible for re-election to the Council after two terms of office. The Secretary-General and the Treasurer may, if re-elected, serve on the Council for an unlimited number of terms. Although the President shall not be entitled to stand for re-election to that office he shall, on ceasing to be President, become an ex officio member of the Council until the conclusion of the fourth annual general meeting following the meeting at which he ceases to be President.

30 Subject to the Rules persons offering themselves for election to the Council must stand for a particular office which carries with it membership of the Council. No person other than a retiring Council Member (but subject to the limitations imposed by Article 29) shall be appointed or reappointed a Council Member at any general meeting unless:

(1) he is recommended by the Council; or

(2) not less than fourteen nor more than ninety clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment to an office which carries with it membership of the Council stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Council Members together with a notice executed by that person of his willingness to be appointed or reappointed.

31 No person may be appointed as a Council Member:

(1) Unless he has attained the age of 18 years and is a member of the Charity (other than a corporate or associate member); or

(2) in circumstances such that, had he already been a Council Member, he would have been disqualified from acting under the provisions of Article 35.

32 Not less than seven nor more than sixty clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Council for appointment or reappointment to an office which carries with it membership of the Council at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as aforesaid. The notice shall give the particulars of that person which would, if he were so appointed or reappointed be required to be included in the Charity's register of Council Members.

33 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy in a particular office or as an additional Council Member and may also determine the time or times at which any additional Council Members are to retire.

34 The Council may appoint a person who is willing to act to be a Council Member either to fill a vacancy in a particular office or as an additional Council Member provided that the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with the articles as the maximum number of Council Members. A Council Member so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

#### **Disqualification and removal of Council Members**

35 A Council Member shall cease to hold office if he:-

- (1) ceases to be a Council Member by virtue of any provision in the Act or is disqualified from acting as a Council Member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Charity (but only if at least two Council Members will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolves that his office be vacated.

#### **Council Members' expenses**

36 Council Members may be paid such reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or general meetings or otherwise in connection with the discharge of their duties as the Council may from time to time determine, but shall otherwise be paid no remuneration.

#### **Council Members' Interests**

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

#### **Proceedings of the Council**

38 Subject to the provisions of the articles, the Council may regulate their proceedings as they think fit. A Council Member may, and the secretary at the request of a Council Member shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

39 The quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than one third of their number or two Council Members, whichever is the greater.

40 The Council may act notwithstanding any vacancies in their number, but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.

41 The President shall be chairman of the Council and shall preside at every meeting of the Council at which he is present. But if the President it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.

42 In addition to the Executive Committee the Council may appoint one or more sub-committees consisting of three or more Council Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.

43 All acts done by a meeting of the Council, or of a committee of the Council, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member 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 Council Member and had been entitled to vote.

44 A resolution in writing, signed by all the Council Members entitled to receive notice of a meeting of the Council or of a committee of the Council, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Council Members.

45 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Council and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Council Members or a Council Member and an Executive Officer of the Charity.

#### **Secretary**

46 Subject to the provisions of the Act, the secretary shall be appointed by the Council for such term, at such remuneration (if not a Council Member) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **Minutes**

47 The Council shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Council; and
- (2) of all proceedings at meetings of the Charity and of the Council and of committees of the Council including the names of the Council Members present at each such meeting.

#### **The Seal**

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

#### **Accounts**

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

#### **Annual Report**

50 Council Members shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

#### **Annual Return**

51 Council Members shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its

transmission to the Commissioners.

### **Notices**

- 52 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 Council need not be in writing.
- 53 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.
- 54 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 55 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 5 days after the envelope containing it was posted.

### **Indemnity**

- 56 Subject to the provisions of the Act every Council Member or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Rules**

- 57(1) The Council 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 Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Charity (including the admission of organizations 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;
  - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's employees;
  - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by the articles;
  - (v) (subject to Articles 29 to 32) the procedure for the nomination of persons for election to the Council;
  - (vi) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Council shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

## **Signatures, Names and Addresses of Subscribers**

Signed: M. J. Knight

Name: Michael John Knight

Address: 54 Wattle Road

Jannali

New South Wales 2226

Australia

Witness to the above signature:

Name: Janet Lilian Knight

Address: 54 Wattle Road

Jannali

New South Wales 2226

Australia

Occupation: Teacher

Signed: A C Skinner

Name: Andrew Charles Skinner

Address: 2(B) Bertie Road

Kenilworth CVP 1JP

UK

Witness to the above signature:

Name: C Watson

Address: 33 Wellington Grove

Solihull B91 1EA

UK

Occupation: Personal Assistant

Signed: John B W Day

Name: John Bartlett Warren Day

Address: "Oakwood" Dippenhall

Farnham, Surrey GU10 5EB

UK

Witness to the above signature:

Name: Lesley Elizabeth Campbell

Address: "Foxhill" Dippenhall

Nr. Farnham

Surrey GU10 5EB

Occupation: Company Director

DATED this 14<sup>th</sup> day of March 2000