909018

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE THOMAS HARDY SOCIETY

(Including all alterations passed prior to and at the Annual General Meeting held on 24th July 1993)

1. The name of the Company (hereinafter called "the Society") is "THE THOMAS HARDY SOCIETY".

2. The Registered Office of the Society will be situate in England.

3. The Society is established to advance for the benefit of the public, education in the works of Thomas Hardy by promoting in every part of the World appreciation and study of these works, and for this purpose and not otherwise the Society shall have the following powers:-

(A) To present, promote, organise, provide, manage and produce such plays, dramas, comedies, operas, operettas, burlesques, films, television and sound radio broadcasts, concerts, musical pieces, sound and television recordings, puppet shows, ballets, entertainments and exhibitions and competitions whether on any premises of the Society or elsewhere, as shall further the promotion, maintenance, improvement and advancement of education or to the encouragement of the Arts.

(B) To purchase, acquire and obtain interests in and dispose of (whether by order or otherwise) the copyright of or the right to perform or show any opera, play, mime, comedy, drama, film, film scenario, radio or television recording, stage piece or musical composition which can be used or adapted for the objects of the Society.

(C) To enter into agreements with, retain or employ authors, actors, actresses, artists, dancers, singers, musicians, composers, artistes, broadcasters, comperes, announcers, producers, directors, script writers, entertainers and any other persons necessarily, conveniently or usually or normally employed or engaged for all or any of the objects of the Society.

(D) To purchase or otherwise acquire and dispose of plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary for the purpose of all or any of the objects of the Society.

(E) To retain or employ professional, commercial or technical advisers or workers in connection with the objects of the Society and to pay reasonable and proper fees for their services.

(F) To procure to be prepared, printed, published or issued any books, booklets, pamphlets or programmes for the furtherance of the primary object of the Society and from time to time as the Society may think fit to fix, make and receive such fees or charges therefor, or for admission to or otherwise in respect of any performances, productions, exhibitions, competitions, displays or festivals.

(G) To sell by retail food, drink and other refreshments and cigarettes, cigars and tobacco of any kind during the hours of public performances or functions given or sponsored by the Society wherever such performances or functions may take place, to persons attending such performances, and for the purposes aforesaid (but for no other purposes) to carry on business as caterers, victuallers (whether licensed or not) and restaurateurs and vendors of cigarettes, cigars and tobaccos, and to apply for and obtain and renew in the name of the Society or of any agent or servant authorised by the Society all or any necessary or proper licences for the purpose of such sales.

(H) To produce, distribute, hire, let on hire buy and sell and generally deal in cinematograph films, and sound and television recordings.

(I) To print publish and sell literature pictures photographs and other things and any rights therein in connection with the life and works of Thomas Hardy.

(J) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, situate in any part of the world established for charitable purposes only and having primary objects wholly or partly similar to those of the Society and for the purpose of promoting the primary objects of the Society to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.

(K) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Society and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.

(L) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Society.

(M) To take such steps by personal, written or broadcast appeals, public meetings or otherwise as shall assist in procuring contributions to the funds of the Society in the shape of donations, annual subscriptions, payments under covenant or otherwise and to claim repayment of any income tax deducted from any payments made under covenant from the Inland Revenue.

(N) To organise and conduct competitions and to grant prizes and awards in respect thereof and to hold exhibitions, conferences, lectures and seminaries and courses of study.

(O) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society.

(P) To undertake and execute any charitable trusts having any primary objects wholly or partly similar to those of the Society and which may lawfully be undertaken by the Society.

(Q) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit and by guarantees, gifts or donations in response to public appeals or otherwise and in relation to such guarantees, gifts, or donations to accept the same either unconditionally or subject to such conditions as may be agreed, so however that no such conditions shall be inconsistent with the terms and conditions of this Memorandum of Association.

(R) To invest the moneys of the Society 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.

(S) To establish, promote, or assist any company or companies with charitable objects all or any of which are similar to the objects of the Society for the purpose of acquiring all or any of the property, rights and liabilities of the Society or for the purpose of carrying on any activity which the Society is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit this Society in the furtherance of its objects.

(T) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Society.

(U) To establish and support pension and superannuation schemes for the benefit of persons employed by the Society, and to grant pensions or retiring allowances to persons who have been employed by the Society.

(V) To purchase of otherwise acquire and undertake all or any of the property, assets, liabilities and engagements or any one or more of the charitable associations, societies or bodies with which this Society is authorised to co-operate or federate.

(W) To carry out all or any of the objects of the Society and to do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee or otherwise and by or through trustees or agents or otherwise, and either along or in conjunction with others.

(WW) To establish Area Groups of the Society for such period or periods as the Council of Management shall decide. Only Members of the Society shall be eligible for membership of such Groups. The Chairman of each such Group shall be appointed annually by the Council of Management and, pursuant to Article 31, shall at the same time be appointed a member of the Council of.

Management; but will be deemed to have resigned from the Council of Management on ceasing to be Chairman of the Group. All activities of such a Group shall be reported to the Council of Management at the next following meeting of the Council of Management. All financial transactions of such Groups shall only be carried out through, and with the prior approval of, the Treasurer of the Society. (X) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society.

(Y) To do all such other things as are necessary for the attainment of the objects of the Society or any of them.

Provided that:-

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Society 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 Society would make it a Trade Union.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Society 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 Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society, whencesoever derived shall be applied solely towards the promotion of the objects of the Society 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 Society. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises demised or let by any member of the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society 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 Society 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 amongst themselves, such amount as may be required not exceeding £1.

7. If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Society, and which is established for charitable purposes only.

8. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Society; 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 Society for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Society 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

Roger Rees Thomas
40 HERRINGSTON ROAD,
DORCHESTER, DORSET. (SCHOOLMASTER

Thomas Robert Wightman
30 Kings Road, Sherborne, Dorset (School Master

Arthur Clarence Savage
40 London Road, Dorchester (Insurance Broker

Henry Enoor Forsell Lock,
Deerleap House, Moreton. Dorset. Solicitor

Edward Lewis Ledger
Company Director. 14 Maiden Castle Rd Dorchester

John Maurice Kipling
11, Aywood Road, Dorchester, Dorset. Chartered accountant

Bernard Robert Harvey Watts, Company
57, Manor Road, Dorchester, Dorset Director

Edward Brown Blogg Canon of Salisbury and Vicar of Fordington St George
St George's Vicarage, Dorchester.

David Raphael Michael Wellis, Artist.
9 Bladen Valley, Bryants puddle, Dorchester, Dorset.

Kenneth Carter. Chartered Librarian
1. Dagmar Road. Dorchester.

Dated this 9th day of June, 1967.

Witness to the above Signatures:- G.M. SPRAGUE

G. M. Sprague

2. DOWN END,
CHARMINSTER,
DORCHESTER

Jewellers Manager

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE THOMAS HARDY SOCIETY

(Including all alterations passed prior to and at The Annual General Meeting held on 24th July 1993)

INTERPRETATION

1. In these Articles:-

"The Act" means the Companies Act, 1948.

"The Society" means the Company.

"The Seal" means the Common Seal of the Society.

"Secretary" means any person appointed to perform the duties of the Secretary of the Society.

"The Managers" means the Members of the Council of Management.

"The Council" means the Council of Management for the time being of the Society.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, of not inconsistent with the subject or context, bear the same meanings in these presents.

MEMBERS

2. The number of Members with which the Society proposes to be registered is unlimited, but the Council may from time to time register an increase of Members.

3. The subscribers to the Memorandum of Association and such other persons as the Council shall in their absolute discretion admit to membership in accordance with the provisions hereinafter contained shall be Members of the Society.

4. Applications for membership of the Society shall be made in writing to the Council in such form as may be prescribed by the Council. Election of persons to membership of the Society shall be decided by the Council by a simple majority and the Council may require the payment of such annual or other subscriptions by a Member as they may determine.

5. (A) Any Member who shall desire to retire shall give notice thereof in writing to the Secretary, and upon the receipt of such notice by the Secretary he shall cease to be a Member;

(B) A Member not being a Manager shall retire and cease to be a Member on the passing of an Ordinary Resolution in that behalf by the Society in General Meeting.

GENERAL MEETINGS

6. The Society shall in each year hold a General Meeting as the 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 the date of one Annual General Meeting of the Society and that of the next. Provided that so long as the Society holds the first Annual General Meeting within eighteen months of incorporation, the Society need not hold it in the year of incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

7. All General meetings other than Annual General Meetings shall be called extraordinary general meetings.

8. The Council may, whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as

provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Managers capable of acting to form a quorum, any Manager or any two Members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles of the Society or the Act, entitled to receive such notices from the Society.

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(A) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meetings being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

10. 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 of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of Managers

in the place of those retiring and the appointment of, and the fixing of remuneration, if any, of the auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, fifteen Members present in person shall be a quorum.

13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

14. The Chairman, if any, of the Council shall preside as Chairman at every General Meeting of the Society, or if there is no such Chairman, or if he shall not be present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, the Managers present shall choose one of their number to be Chairman of the meeting.

15. If at any meeting no Manager is willing to act as Chairman, or if no Manager is present within five minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

16. 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 the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the Adjourned Meeting shall be given as in the case of any original Meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an Adjourned Meeting.

17. 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 on the declaration of the result of the show of hands) demanded:-

(A) by the Chairman; or

(B) by at least three Members present in person; or

(C) by a Member or Members present in person and representing one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of the proceedings of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

20 A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed as an ordinary resolution at a general meeting of the Society duly convened and held.

VOTES OF MEMBERS

22. Every Member shall have one vote, which may only be given personally and not by proxy.

23. No Member, other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

24. Any corporation which is a Member of the Society may be resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Society.

PRESIDENT

25. There shall be a President of The Society who shall be elected by The Council at The Council Meeting immediately preceding the Annual General Meeting and shall hold office until the Council Meeting immediately preceding the next Annual General Meeting when he shall retire but shall be eligible for re-election.

VICE-PRESIDENTS

26. There shall be one or more Vice Presidents of the Society who shall be elected by the Council and shall hold office until the date when the President of the Society shall retire pursuant to Article 25 when they shall also retire but shall be eligible for re-election.

HONORARY TREASURER

27. There shall be an Honorary Treasurer of the Society who shall be elected annually by the Annual General Meeting of the Society from amongst the Members of the Society and subject to Articles 37 and 45, shall hold office until the close of the next Annual General Meeting when he shall retire but be eligible for re-election. Any casual vacancy in the office of Treasurer may be filled by the Council but the person appointed shall hold office until the next following General Meeting when he shall retire but shall be eligible for re-election. The Honorary Treasurer shall be ex-officio a member of the Council.

MANAGERS AND THE COUNCIL OF MANAGEMENT

28. (A) Unless otherwise determined by a General Meeting of the Society the Council shall consist of not less than 10 and not more than 25 Managers.

(B) The Council may include one Manager nominated by and for the time being representing the Dorchester Town Council, one Manager nominated by and for the time being representing the West Dorset District Council and one Manager nominated by and for the time being representing the Dorset County Council.

(C) The Annual General Meeting may elect as one of the Council of Management a "Student Council Member" for a period ending at the Annual General Meeting on or nearest to the second anniversary of such election or, if earlier, at a General Meeting following his or her twenty-fifth Birthday. Such membership of the Council shall automatically terminate if, during the said period, the Student Council Member ceases to be a full-time student studying for a degree at a recognised British University.

29. A person shall not qualify to become and remain a Manager unless he is a Member of the Society.

30. The first Managers of the Council shall be the subscribers to the Memorandum of Association.

31. The Council may from time to time and at any time appoint any Member of the Society as a Member either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election. But any such appointment or re-election shall be subject to the restriction that the total number of Managers shall not exceed 25.

32. The Managers shall be paid travelling, hotel and other expenses reasonably and properly incurred by them in attending and returning from Meetings of the Council or any committee of the Council or General Meetings of the Society or in connection with the business of the Society.

POWERS AND DUTIES OF THE COUNCIL OF MANAGEMENT AND OF MANAGERS

33. The business of the Society shall be managed by the Managers acting as the Council of Management.

34. The Managers may pay all expenses incurred in promoting and registering the Society, and may exercise as the Council of Management all such powers of the Society as are not, by the Act or these Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in general

meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Managers so acting that would have been valid if that regulation had not been made.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

36. The Managers shall cause minutes to be made in books provided for the purpose:-

(A) of all appointments of officers made by the Managers;

(B) of the names of the Managers present at each meeting of the Council and of any committee of the Council;

(C) of all resolutions and proceedings at all Meetings of the Society and of the Council; and of committees of the Council, and every Manager present at any Meeting aforesaid shall sign his name in a book to be kept for that purpose.

ELECTION AND DISQUALIFICATION OF MANAGERS

37. The office of Manager shall be vacated if the Manager:-

(A) ceases to be a Member of the Society; or

(B) being a Manager nominated by a Local Authority has his nomination withdrawn by that body; or

(C) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(D) becomes prohibited from being a Manager by reason of any order made under Section 188 of the Act; or

(E) becomes of unsound mind; or

(F) resigns his office by notice in writing to the Society; or

(G) is removed by resolution pursuant to Article 45 hereof; or

(II) is directly or indirectly interested in any contract with the Society and fails to disclose the nature of his interest in manner required by Section 199 of the Act; or

(I) is absent from three consecutive Meetings.

For the purpose of this provision and also of Article 47 a Manager shall be deemed not interested in any contract or any matter arising thereout if his interest arises solely by virtue of his being a member or other representative of any Local Authority enabled to nominate Managers under Article 28.

Section 185 (Retirement of directors under age limit) of the Act shall not apply to the nomination, appointment or retirement of the Managers or any of them.

38. At the third Annual General Meeting of the Society all the Managers shall retire from office, and at the Annual General Meeting in every year subsequent to the third Annual General Meeting one-third of the Managers for the time being, or if their number is not three or a multiple of three, then the nearest one-third, shall retire from office. Provided that an ex-officio Manager shall not be liable to retire by rotation nor shall he be taken into account in determining the rotation of retirement of Managers.

39. The Managers to retire in every year subsequent to the third Annual General Meeting shall be those who have been longest in office since their last election, but as between persons who become Managers on the same day those to retire shall (unless they otherwise agree among themselves) be determined by a lot.

40. A retiring Manager shall be eligible for re-election.

41. The Society at a meeting at which a Manager retires in manner aforesaid shall fill the vacated office by electing a person thereto, but so always as to ensure compliance with Article 28.

42. No person not being a Manager retiring at the Meeting or a member of a Local Authority nominated for appointment under Article 28 hereof shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such

that, between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting, there shall be not less than four nor more than twenty-eight intervening days.

43. If at any Meeting at which an election of Members of the Council of Management ought to take place, the places of the retiring Members, or some of them are not filled up, the retiring Members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected.

44. The Society may from time to time in General Meeting increase or reduce the number of members of the Council of Management, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

45. The Society may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Manager before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Manager.

PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

46. The Managers meeting together as the Council for the despatch of business, may adjourn, and otherwise regulate the meetings of the Council as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. The Secretary on the requisition of not less than four Managers shall, at any time summon a Meeting of the Council. It shall not be necessary to give notice of a Meeting of the Council to any Managers for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Council shall be one quarter of the Managers but in any event not less than four.

47. A Manager who is in any way, whether directly or indirectly interested, in a contract or proposed contract with the Society shall declare the nature of his interest at a Meeting of the Council in accordance with Section 199 of the Act. A Manager shall not vote in respect of any such contract or any matter arising thereout and if any Manager does so vote then his vote shall not be counted. These provisions shall apply in relation to Meetings either of the Council or of any committee.

48. The continuing Managers may act as the Council notwithstanding any vacancy in their body, but if and so long

as their number is reduced below the number fixed by or pursuant to the Articles of the Society as the necessary quorum of the Council of Management, the continuing Managers or Manager may act for the purpose of increasing the number of Managers to that number, or of summoning a General Meeting of the Society but for no other purpose.

49. The Managers may elect a Chairman of the Council who shall be Chairman of the Meetings of the Council and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Managers present may choose one of their number to be Chairman of the Meeting. The Chairman shall not serve as Chairman for more than four consecutive years.

COMMITTEES

50. The Managers acting as the Council may appoint committees consisting of such member or members of their body as they think fit; any committee so formed shall conform to any regulations that may be imposed upon it by the Council and in particular the Council may, subject to any such regulations, delegate any of their powers to any such committee or may refer matters to a committee for consideration and the making of recommendations thereon to the Council.

51. A committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members of the committee then present may choose one of their number to be Chairman of the Meeting. The quorum necessary at any Meeting of a committee shall be three.

52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote. A committee shall be empowered to co-opt any number of persons who shall be known as co-opted members but such persons shall not be entitled to vote.

VALIDITY OF ACTS OF COUNCIL AND COMMITTEES

53. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a Manager, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Manager or person acting as aforesaid, or that they

or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Manager.

54. A resolution in writing, signed by all the Members for the time being entitled to receive notice of a Meeting of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council duly convened and held.

SECRETARY AND OFFICERS

55. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there by no Secretary or no Secretary capable of acting.

56. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Manager and the Secretary shall not be satisfied by its being done by or to the same person acting both as Manager and as, or in the place of, the Secretary.

THE SEAL

57. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Managers acting as the Council or of a committee of the Managers authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Manager and shall be counter-signed by the Secretary or by a second Manager or by some other person appointed by the Council for the purpose.

ACCOUNTS

58. The Council of Management shall cause proper books of account to be kept with respect to:-

(A) all sums of money received and expended by the Society and the matters in respect of which the receipts and expenditure takes place;

(B) all sales and purchases of goods by the Society; and

(C) the assets and liabilities of the Society.

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 affairs of the Society and to explain its transactions.

59. The books of account shall be kept at the registered office of the Society, or, subject to Section 147 (3) of the Act, at such other place or places as the Managers think fit, and shall always be open to inspection of the Managers.

60. The accounts and books of the Society or any of them shall be open to inspection of Members not being Managers, subject to such reasonable restrictions as to the time and manner of inspection as may from time to time be determined by the Council.

61. The Managers shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the Meeting, subject nevertheless to the provisions of Section 158 (1)(c) of the Act, be sent to the auditor and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

64. A notice may be given by the Secretary to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the

letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

65. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;

(B) the auditor for the time being of the Society.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

66. Clause 7 of the Memorandum of Association of the Society relating to the winding up or dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roger Rees Thomas, 40 Herringston Road, Dorchester, Dorset.	(Schoolmaster)
Thomas Robert Wightman, 30 King's Road, Sherborne, Dorset.	(Schoolmaster)
Arthur Clarence Savage, 40 London Road, Dorchester, Dorset.	(Insurance Broker)
Henry Ensor Fossett Lock, Deer Leap House, Moreton, Dorchester, Dorset.	(Solicitor)
Edward Lewis Hedger, 14 Maiden Castle Road, Dorchester, Dorset.	(Company Director)
John Maurice Keeping, 1 Syward Road, Dorchester, Dorset.	(Chartered Accountant)
Bernard Robert Harry Watts, 57 Manor Road, Dorchester, Dorset.	(Company Director)
Edward Brewer Brooks, St. George's Vicarage, Dorchester, Dorset.	(Canon of Salisbury and Vicar of Fordington St George)
David Raphael de Laval Willis, 9 Bladen Valley, Bryantspuddle, Dorchester, Dorset.	(Artist)
Kenneth Carter, 1 Dagmar Road, Dorchester, Dorset.	(Chartered Librarian)

Dated this 9th Day of June 1967

Witness to the above Signatures:-

G.M. Sprague, 2 Down End, Charminster, Dorchester, Dorset. (Jewellers' Manager)