

Company Number 954753

THE COMPANIES ACTS 1948 to 1967

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

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FARNHAM MALTINGS ASSOCIATION LIMITED

Incorporated the 22nd day of May 1969

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CAZ

Chambers 27.3.2000

FARRER & CO  
66 Lincoln's Inn Fields  
London WC2A 3LH

THE COMPANIES ACTS, 1948 TO 1967

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

of

FARNHAM MALTINGS ASSOCIATION LIMITED

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(Amended by Special Resolution passed on 29<sup>th</sup> April 2000)

1. The name of the Company ("hereinafter called the Association") is "FARNHAM MALTINGS ASSOCIATION LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:
  - (A) To establish community centres for the benefit of the inhabitants of the Town of Farnham aforesaid and the neighbourhood, without distinction of sex or political, religious or other opinions, for the advancement of education and the provision of facilities, in the interests of social welfare, for recreation and leisure-time occupation, with the object of improving the conditions of life for the said inhabitants.
  - <sup>1</sup>(B) To promote and encourage the arts among the said inhabitants, including the musical, visual, dramatic, cinematic and applied arts.
  - (BB) Power to hold or own a collection and to operate a museum for the benefit of the public.

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<sup>1</sup> Note 1: Clause 3(B) was substituted by Special Resolution passed on 29<sup>th</sup> April 2000.

Note 2: Clause 3(B)(B) was added by Special Resolution passed on 8<sup>th</sup> November 2014.

(C) Generally, to encourage, promote, undertake or carry on or assist the promotion, undertaking or carrying on of such charitable activities and purposes as may strengthen the bonds of community life of the inhabitants aforesaid or otherwise be beneficial to the community within the Town of Farnham and neighbourhood aforesaid.

<sup>1</sup>(D) In furtherance of the foregoing primary objects but not otherwise, the Association may have the following powers:

- (i) To purchase or otherwise acquire the group of buildings, formerly used as maltings, situate at Farnham in the County of Surrey and having frontages to Red Lion Lane and the River Wey, (which said buildings are generally and locally referred to as the Farnham Maltings), together with certain adjacent or neighbouring cottages or dwelling houses, land and premises, all which said buildings, cottages, land and premises are hereinafter referred to as "the Maltings" (which expression shall, unless repugnant to the context, be deemed to refer to the totality of the said premises or to any part or parts thereof as the case may be).
- (ii) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage the Maltings and any other premises which may from time to time be used for the Association's purposes.
- (iii) To employ all such officers and servants as may be required for the purposes of the Association.
- (iv) To purchase or otherwise acquire other lands for any estate or interest.

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<sup>1</sup> Note 1: sub-clauses (xi) to (xxiii) were added to Clause 3(D) by Special Resolution passed on 21<sup>st</sup> April 2000.

- (v) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein.
- (vi) To erect and maintain buildings, and alter, adapt, repair, renovate, restore, rebuild and generally develop the same, including any existing buildings, and to provide the same with light, water, drainage and all other necessary facilities.
- (vii) To let any part or parts of any land or buildings and in such divisions and manner and for such purposes as may be expedient.
- (viii) To buy or otherwise acquire furniture and equipment of all kinds for use in connection with the Maltings and any other property and to sell, lease, hire or otherwise dispose of or deal with the same.
- (ix) To raise money for any of the purposes herein mentioned by mortgaging or charging all or any such property as may legally be mortgaged or charged.
- (x) To raise funds by subscription, donations, grants, loans, appeals and fundraising activities of all kinds for the purposes of the Association; to accept gifts of all sorts, whether inter vivos or by Will and whether or not subject to conditions, to carry out any condition imposed on any gift which may be accepted.
- (xi) To provide advice.
- (xii) To publish or distribute information.
- (xiii) To co-operate with other bodies.
- (xiv) To support, administer or set up other charities and undertake and execute charitable trusts.

- (xv) To make grants or loans of money and to give guarantees.
- (xvi) To set aside funds for special purposes or as reserves against future expenditure.
- (xvii) To draw make accept endorse discount negotiate execute and issue promissory notes bills cheques and other instruments and to operate bank accounts.
- (xviii) To insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required.
- (xix) To insure members of the Council 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 is alleged to be a breach of trust or breach of duty, unless members of the Council concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- (xx) To provide and contribute to superannuation or pension funds for the officers and servants of the Association or any of them or otherwise to assist such officers and servants their widows and children.
- (xxi) To enter into contracts to provide services to or on behalf of other bodies.
- (xxii) To arrange for the amalgamation of the Association with any charitable organisation the purposes of which in their opinion are similar to the purposes of the Association either alone or as amalgamated.
- (xxiii) To establish subsidiary companies to assist or act as agents for the Association.

- (E) (i) 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)
- (ii) To delegate the management of investments to a person, company or firm who or which is an authorised person or an excepted person within the meaning of the Financial Services Act 1986 ("a financial expert"), but only on terms that:
- (a) the investment policy is set down in writing for the financial expert by the Council
  - (b) every transaction is reported promptly to the Council
  - (c) the performance of the investments is reviewed regularly with the Council
  - (d) the Council are entitled to cancel the delegation arrangement at any time
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year
  - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt
  - (g) the financial expert must not do anything outside the powers of the Council
- (iii) To arrange for investments or other property of the Association 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 fee required

- (F) To do all such other things as are necessary to the attainment of the above objects or any of them.

PROVIDED that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) 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.
- (iii) In case the Association 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 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 council of management or governing body of the Association 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 Association 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 Association were not incorporated.

- <sup>1</sup>4. The income and property of the Association, whencesoever 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 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 on money lent at a rate not exceeding 2% per annum less than the base lending rate from time to time of the Association's principal bank or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the council of management or 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 money's 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 company of which a member of the council of management or governing body may be a member, and 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.

5. The liability of the members is limited.
6. 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 the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and

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<sup>1</sup> Note 1: Clause 4 was amended by Special Resolution passed on 29<sup>th</sup> April 2000.



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 pound.

7. 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 charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 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 such provision, then to some other charitable object.

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

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NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

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Signature No.

- |     |   |                                       |
|-----|---|---------------------------------------|
| 1.  | Ivan Raymond Krish,<br>Broom Lodge, Ford Lane, Farnham, Surrey.         | Solicitor                             |
| 2.  | Christine Mary Clark,<br>69A West Street, Farnham, Surrey.              | Married Woman                         |
| 3.  | Laurence Worthy Kinney,<br>29 Waverley Lane, Farnham, Surrey.           | Chartered<br>Surveyor                 |
| 4.  | Philip Michael Gibbons,<br>3 Little Austins, Farnham, Surrey.           | Student                               |
| 5.  | Reginald Alan Paul Fluck,<br>Fairholme, Firgrove Hill, Farnham, Surrey. | Musician                              |
| 6.  | Elfrida Mary Manning,<br>18 Upper South View, Farnham, Surrey.          | Widow                                 |
| 7.  | Anne Nasmyth Moorey,<br>Lode Farmhouse, Kingsley, Bordon, Hants.        | Designer                              |
| 8.  | Roger Ware,<br>36 Echo Barn Lane, Farnham, Surrey.                      | Schoolboy                             |
| 9.  | Peter Rotheroe,<br>Minffordd, Green Cross Lane, Churt, Farnham, Surrey. | Schoolboy                             |
| 10. | Norman Joseph Lane Megson,<br>Lismore, Trebor Avenue, Farnham, Surrey.  | Retired Professional<br>Civil Servant |
| 11. | John Edward Serby,<br>Overwey, Bishopsmead, Farnham, Surrey.            | Retired Government<br>Scientist       |
| 12. | Graham Liney,<br>Runwick House, Farnham, Surrey.                        | Student                               |

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Dated this 8th day of May, 1969.

Witness to the above Signatures Nos. 1-11

Morgan Edward Bransby Williams, Willey Place, Farnham, Surrey.  
Poultry Farmer.

Witness to Signature 12

John Verney, Runwick House, Farnham, Surrey.  
Artist.

Ch... 27.3.20

THE COMPANIES ACTS, 1948 to 1967

THE COMPANIES ACTS, 1985 and 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

FARNHAM MALTINGS ASSOCIATION LIMITED

(adopted by Special Resolution passed on 29<sup>th</sup> • April 2000)

GENERAL

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

WORDS

MEANING

the Act

The Companies Act, 1985 (as amended by the Companies Act 1989).

the Association

The above-named Farnham Maltings Association Limited.

the Council

The Council of Management for the time being of the Association.

In writing

Written, printed or lithographed, or partly one and partly another, and modes of representing or reproducing words in a visible form.

Month	Calendar month.
the Office	The registered office of the Association.
these Presents	The Articles of Association and the regulations of Farnham Maltings Association Limited from time to time in force.
Seal	The Common Seal of the Association.
"Selection Panel"	The persons referred to in Article 32(iii).

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 in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Association proposes to be registered is two thousand but the Council may from time to time register an increase of members.
3. The provisions of Section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council may approve for membership in accordance with the provisions hereinafter contained shall be members of the Association.

#### MEMBERS

6. The following persons and no others shall be members of the Association:
  - (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof.
  - (B) Such other persons or corporations as may desire to be admitted to membership and who may be approved by the Council to be members of the Association.

In these presents the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority and any unincorporated association whom the Council may approve to membership.

7. Any person or corporation wishing to be a member of the Association under the provisions of Article 6 Sub-Article (B) shall conform to the following regulations and conditions:
  - (1) Such person must sign and deliver to the Association an application for admission to membership framed in such terms as the Council shall require.
  - (2) Such person shall pay to the Association the annual or other fee as may be determined by the Council from time to time.

- (3) in the case of an unincorporated association, it shall nominate an officer whose holder from time to time who shall be entitled to represent the unincorporated association.

In the event of such person being approved in accordance with the above regulation he shall be entered as a member of the Association on the Register.

8. Any member may terminate his membership of the Association by notice in writing served on the Association and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of Members.
9. (a) The Council may, if at any time it shall be of the opinion that the interests of the Association so require, or if a member fails in the observance of these Articles or of any regulations of the Council made under any powers vested in them by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Council present and voting, which majority shall include one half of the total number of the Council for the time being.
- (b) If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Council. The Council and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to be accompanied by some other person (who need not be a member of the Association) and to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless three quarters of the members of the Council present and voting shall, after receiving any statement in his defence, vote for his

expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the Register.

### GENERAL MEETINGS

10. A general meeting of the Association shall be held in every calendar year as its Annual General Meeting at such time (not being more than 15 months after the holding of the last preceding General Meeting) and place as the Council shall appoint. Provided that so long as the Association shall hold its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
13. Subject to the provisions of Section 378(2) of the Act relating to Special Resolutions, and to the provisions of Section 369 of the Act relating to Annual General Meetings, 14 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the Notice is given) specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Association in General Meeting; 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 think fit. The accidental omission to give notice to any

member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

14. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and Auditors, to elect members of the Council in place of those retiring and also additional members of the Council, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting, and all business transacted at any Extraordinary General Meeting, shall be deemed special.
15. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall be the lesser of 50 persons and such number as is equal to 15% of all members entitled to be present and vote at the meeting.
16. If within half an hour from the time appointed for the meeting a quorum be 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, and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
17. The Chairman (if any) of the Council, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Association. If there be no such Chairman, or if at any meeting he be not present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.



18. 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 21 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy and representing one-fifth 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 carried unanimously, or by a particular majority, and an entry to that effect in the Minute Book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of the next succeeding Article, if a poll be deemed 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.
21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
22. 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.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which the poll shall have been demanded.

## VOTES OF MEMBERS

24. Every member shall have one vote.
25. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.
- (b) Any corporation which is a member of the Association may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Association. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but the representative of a corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as proxy who is not entitled to be present and vote in his own right.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
28. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes

to vote, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or such other place as aforesaid one hour at least before the time fixed for holding the meeting.
30. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:

"FARNHAM MALTINGS ASSOCIATION LIMITED"

"I,

of

a member of Farnham Maltings Association Limited (hereinafter called "the Association") and entitled to one vote, hereby appoint

of

another member of the Association, and falling him

of

another member of the Association to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the       day of       and at any adjournment thereof.

As Witness my hand this       day of       20       ."

COUNCIL OF MANAGEMENT

31. The affair of the Association shall be managed by a Council of Management. The number of the members of the Council shall not be less than ~~seven nor more than 15~~.

32. The members of the Council shall be:

NOTE 31 amended by Special resolution  
on 13 November 2010 to read  
"not be less than eight nor more  
than seventeen"

Note 32 (A) amended by Special Resolution on 13 November 2010 to read 'a maximum of 12 persons'

- (A) a maximum of ~~10~~ persons (being members of the Association approved by the Selection Panel) elected by the Association in General Meeting;
- (B) a maximum of four persons appointed by the Council on the nomination of such bodies as the Council considers to have contributed substantially to the funding of the operations of the Association. The persons so appointed shall be entitled to attend and speak at meetings of the Council but shall not be entitled to any vote. In place of nominating a person a body may instead appoint an observer who shall be entitled to receive notice of and attend each meeting of the Council; and
- (C) The Treasurer (appointed in accordance with Article 53)

Provided that

- (i) no person who is employed by the Association and receiving any salary, fees, remuneration or other benefits in money or money's worth from the Association (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council;
- 1. ~~(ii) no person who has reached the age of 70 years shall be eligible for election to the Council; and~~ Ch.
- (iii) no person shall be eligible for election to the Council unless he has been approved by a Selection Panel composed of:
  - one person appointed by the Council in its absolute discretion
  - one person appointed by each of the two bodies which have contributed the most to funding the operations of the Association during the preceding three years (as ascertained from the audited accounts of the Association)

- one person appointed by the Council who the Council considers to be independent of the Association
- one person appointed by the Council who the Council considers to be representative of the members of the Association.

The Selection Panel shall meet as often as necessary prior to each meeting of the Association at which an election is to take place. The proceedings of its meetings shall be conducted in such manner as the Selection Panel shall think fit.

- (iv) no person who has been an elected member of the Council for a continuous period of 5 years or more shall be eligible for re-election to the Council during the period of 12 months after he or she ceases to be a member of the Council.

#### PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

- 33. The Council may meet together 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 five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 34. A member of the Council may, and on the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.
- 35. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for

holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

36. 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.
37. (A) The Council may delegate any of their powers to committees consisting of such member or members of the Council and other persons as they think fit, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
- (B) Following the adoption of these Articles there shall be constituted a committee known as the Arts Committee and a committee known as the Community Committee. The terms of reference of these committees shall be as determined from time to time by the Council. Each of these committees shall comprise five persons who are members of the Council and up to five persons selected by the Council. The chairman of each of the committees shall be one of the members of the Council and he shall be entitled to a second or casting vote.
38. All acts bona fide by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Council.
39. 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 of the Council and of committees of the Council, and all business transacted at such

meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

40. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

### POWERS OF THE COUNCIL

41. The management of the business and the control of the Association shall be vested in the Council, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by the Act expressly directed or required to be exercised or done by the Association in General Meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition, have a second or casting vote.
42. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Council be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.
43. The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members permitted by these presents). Any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting. For

the purposes of Article 32(iv) the period between a person's appointment and his or her election at the next Annual General Meeting shall be disregarded.

44. Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely:

#### PARTICULAR POWERS

- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Association and matters incidental thereto.
- (2) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (3) To raise or borrow money for the purposes of the Association from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Association, present or future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Association or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.
- (4) At their discretion to pay for any property or rights acquired by or services rendered to the Association either wholly or partially in cash or in bonds, debentures, or other securities of the Association.
- (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Association by Mortgage or charge of all or any of the property and rights of the Association or in such manner as they may think fit.



- (6) To appoint and at their discretion remove or suspend such office and other staff for permanent, temporary or special services as they may, from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (8) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- (9) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
- (10) To determine who shall be entitled to sign on the Association's behalf, bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and documents.
- (11) From time to time to make all such standing orders, rules, regulations and bye-laws as they think proper with regard to the affairs and concerns of the Association and its administration, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no standing orders, rules, bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act.

#### ROTATION OF MEMBERS OF THE COUNCIL

45. At the Annual General Meeting in each year one-third of the elected members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
46. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacancy by electing a person thereto.
48. No person shall be eligible for election to membership of the Council at any general meeting unless, not less than 7 nor more 21 days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed on behalf of the Selection Panel approving such person for election, and also notice in writing in such form as the Council may prescribe (and which may include a requirement for the person to set out details of his interests and connections with other bodies) signed by that person of his willingness to be elected.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

49. The office of a member of the Council shall be vacated:
  - (A) If he becomes bankrupt or insolvent or compounds with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) If he be convicted of an offence the commission of which by a member of the Council could bring the Association into disrepute.

- (D) If he is absent from three consecutive meetings of the Council and is requested by a majority of the others of his fellow members of the Council to resign.
- (E) If he gives to the Council one month's notice in writing to the effect that he resigns his office.
- (F) If he is disqualified from acting as a charity trustee under the Charities Act 1993.

50. A member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Association, shall declare the nature of his interest at a Meeting of the Council, and subject thereto and subject to the right of the remaining members of the Council to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Association is considered or entered into and may vote in respect thereof.

#### OFFICERS

- 51. There shall be a President of the Association. The office of President shall be honorary and its holder shall be appointed by the Council unless the Council shall in case of any particular vacancy, decide to refer the appointment for the decision of the Association in General Meeting.
- 52. There shall be a Vice-President and patrons of the Association whose offices are honorary and who shall be appointed and the number of them determined (if necessary) by the Council.
- 53. There shall be a Treasurer of the Association who shall be a person approved by the Selection Panel and appointed by the Council. The Treasurer may at any time be removed by the Council and his duties shall be such as the Council may from time to time assign to him.

54. The Council may appoint or engage, on such terms and to discharge such duties as they may think fit, a Secretary and such other officers and such servants as they shall see fit and may dismiss any Secretary, other officer or servant so appointed or engaged.

#### THE SEAL

55. The Association is not obliged to have a seal. If at any time it has a seal, it shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a committee of the Council empowered thereto, and in the presence of two members of the Council and of the Secretary or such person other than the Secretary as the Council may appoint for the purpose, and such members of the Council and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is 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.

#### INCOME OF THE ASSOCIATION

56. The income of the Association shall be applied solely towards the promotion of all or any of the objects of the Association as set forth in the Association's Memorandum of Association as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the primary objects of the Association in such manner as they shall think best) with power to the Council to create a reserve fund or reserve funds to be applicable for all or any of such purposes and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Association or be invested from time to time in such investment as the Association may think fit.

#### ACCOUNTS

57. The Council shall cause proper books of account to be kept:

- (a) Of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place.
- (b) Of all sales and purchases of property and goods by the Association.
- (c) Of the assets and liabilities of the Association.

Proper books of account 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 Association's affairs and to explain its transactions.

58. The books of account shall be kept at the office or, subject to the Act, at such other place or places as the Council may determine, and shall always be open to the inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Association or any of them shall be open to the inspection of the members not being members of the Council, and the members shall have only such rights of inspection as are given to them by the Act or by such Resolution as aforesaid.

59. At the Annual General Meeting in every year the Council shall lay before the Association an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Association, made up to a date not more than six months before such meeting. A balance sheet as at the date to which the income and expenditure account is made up, shall be made out and laid before the Association at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, shall, 21 clear days previous to such meeting, be sent to the Auditor and every member entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

### AUDIT

60. Auditors shall be appointed and their duties regulated in the manner provided by the Act or any statutory modification thereof for the time being in force and for this purpose the Act shall have effect as if "member of the Council" and "the Council" were substituted for "Director" and "the Directors" respectively.

### NOTICES

61. A notice may be served by the Association upon any member either personally or by sending it through the post addressed to such member at his registered address.
62. No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Association to register an address within the United Kingdom which, for the purpose of the service of notices, shall be deemed to be his registered address. Any member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of 48 hours, and such notice shall be deemed to have been received by such member at the expiration of 24 hours from the time when it shall have been so first displayed.
63. Any notice if served by post shall be deemed to have been served at the expiration of 48 hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General.

### DISSOLUTION

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

## NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

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### Signature No.

- |     |   |                                       |
|-----|---|---------------------------------------|
| 1.  | Ivan Raymond Krish,<br>Broom Lodge, Ford Lane, Farnham, Surrey.         | Solicitor                             |
| 2.  | Christine Mary Clark,<br>69A West Street, Farnham, Surrey.              | Married Woman                         |
| 3.  | Laurence Worthy Kinney,<br>29 Waverley Lane, Farnham, Surrey.           | Chartered Surveyor                    |
| 4.  | Philip Michael Gibbons,<br>3 Little Austins, Farnham, Surrey.           | Student                               |
| 5.  | Reginald Alan Paul Fluck,<br>Fairholme, Firgrove Hill, Farnham, Surrey. | Musician                              |
| 6.  | Elfrida Mary Manning,<br>18 Upper South View, Farnham, Surrey.          | Widow                                 |
| 7.  | Anne Nasmyth Moorey,<br>Lode Farmhouse, Kingsley, Bordon, Hampshire.    | Designer                              |
| 8.  | Roger Ware,<br>36 Echo Barn Lane, Farnham, Surrey.                      | Schoolboy                             |
| 9.  | Peter Rotheroe,<br>Minffordd, Green Cross Lane, Churt, Farnham, Surrey. | Schoolboy                             |
| 10. | Norman Joseph Lane Megson,<br>Lismore, Trebor Avenue, Farnham, Surrey.  | Retired Professional<br>Civil Servant |
| 11. | John Edward Serby,<br>Overwey, Bisopsmead, Farnham, Surrey.             | Retired Government<br>Scientist       |
| 12. | Graham Liney,<br>Runwick House, Farnham, Surrey.                        | Student                               |
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Dated this 8th day of May, 1969.

Witness to the above Signatures Nos 1 - 11

Morgan Edwards Bransby Williams, Willey Place, Farnham, Surrey.  
Poultry Farmer.

Witness to Signature 12.

John Verney, Runwick House, Farnham, Surrey.  
Artist.