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*The Companies Acts 1948 to 2006*

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

***Memorandum***

AND

***Articles of Association***

OF

**THE CAMERON FUND**

—————  
Incorporated the 29th day of October 1970  
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## CERTIFICATE OF INCORPORATION

No. 993060

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I HEREBY CERTIFY that **THE CAMERON FUND LIMITED** is this day incorporated under the Companies Act 1948 and that the Company is Limited.

Given under my hand at London the 29th October 1970.

A. F. GILMOUR,  
*Assistant Registrar of Companies.*

65174

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## **Memorandum of Association**

OF

## **THE CAMERON FUND**

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1. The name of the Company (hereinafter called "the Fund") is "THE CAMERON FUND". The Registrar of Companies granted an exemption from the requirement to use the word "Limited" as part of the company name in July 1994.
2. The registered office of the Fund is situated in England.
3. The provisions of section 112 (2) of the Companies Act 2006 shall be observed by the Fund, and every member of the Fund shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
4. The Fund is established for the purposes expressed in the Objects as set out in the Articles of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Fund.
6. Membership of the Fund shall be open to all registered or formerly registered medical practitioners, who are, or have been, resident in the United Kingdom, the Isle of Man or the Channel Islands and who have performed or provided NHS Primary Medical Services or General Practitioner services to the armed forces in the United Kingdom.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

# **Articles of Association**

OF

## **THE CAMERON FUND**

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

WORDS	MEANINGS
These presents	These Articles of Association and the regulations of the Fund from time to time in force
The Fund	The above-named Company
The Council	The Council of Management for the time being of the Fund
The Office	The registered office of the Fund.
The Act	The Companies Act 2006
The Seal	The common seal of the Fund
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form.
In electronic form	Text and documents transmitted by electronic means.

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.

2. The registered office of the Fund is situated in England

## THE OBJECTS OF THE FUND

3. The objects of the Fund are:

(A) The relief of poverty and the prevention of hardship and distress of:

- i Registered, or formerly registered medical practitioners, who are, or have been, resident in the United Kingdom, the Isle of Man or the Channel Islands and who have performed or provided NHS Primary Medical Services or General Practitioner services to the armed forces in the United Kingdom, for a substantial period of their career or their career to date.
- ii Registered medical practitioners who are currently resident in the United Kingdom, the Isle of Man or the Channel Islands and who have been accepted on to a scheme of post-graduate specialty training for general practice by an organisation accredited for the delivery of (or authorised to deliver) post-graduate medical education, and who can demonstrate continuing satisfactory progress on the scheme.

*For the purposes of (iii) to (vii) below the qualifying period shall be deemed to be the substantial period of a GP's career providing NHS or UK armed forces GP services, or, in the case of a GP Trainee, the period since beginning the GP specialty training scheme.*

- iii A person who is or was a spouse, widow, widower or civil partner during the qualifying period of a doctor who is eligible under (i) or (ii).
- iv A person who co-habited for a period of at least two years during the qualifying period of a doctor who is eligible under (i) or (ii)
- v A son or daughter, born, conceived, adopted or protected as a legal ward, before the end of the qualifying period by a doctor who is eligible under (i) or (ii) above, being under the age of 18 and living in the same dwelling.
- vi A son or daughter, born, conceived, adopted or protected as a legal ward, before the end of the qualifying period of a doctor who is eligible under (i) or (ii), living in the same dwelling, being under the age of 25 and being reliant upon state benefits.
- vii A son or daughter, born, conceived, adopted or adopted as a legal ward before the end of the qualifying period of a doctor who is eligible under (i) or (ii), living in the same dwelling, being over the age of 25 and being in receipt of Disability Living Allowance / Personal Independence Payments.
- viii A mother or father of a doctor who is eligible under (i) or (ii), living in the same dwelling, and where it can be demonstrated that s/he is reliant upon that doctor or is unable to support her / himself.
- ix A person described in (iii) to (viii) above, who is not living in the same dwelling but where it can be demonstrated that he is reliant upon a doctor who is eligible under (i) or (ii) above or is unable to support himself.

Note:

- a) Persons who would otherwise be eligible, may not be considered eligible if:
- being of normal working age, they have made an elective choice not to work;
  - they are not in receipt of their full entitlement to state benefits or local authority benefits or are not in the process of claiming such benefits;
  - they have not made a claim on insurance policies which they hold or made a claim on any form of Mutual or Friendly Society of which they are a member;
  - in the case of GP Trainees who have completed their training, they have made an elective choice not to begin work in the NHS General Practitioner Services in the United Kingdom or to begin providing GP services to the armed forces of the United Kingdom.
- b) Persons, who are eligible to apply, with a criminal conviction or a police caution, either in England or Wales or an equivalent in another country, which would constitute a conviction or caution in England and Wales, should declare the nature of their conviction or caution. The Council of Management will exercise their discretion when making awards in these circumstances.
- c) Persons, who are eligible to apply, who have been subject to restrictions on their practice by the General Medical Council, NHS England or an equivalent medical regulator, should declare the nature of those restrictions. The Council of Management will exercise their discretion when making awards in these circumstances.
- d) In assessing the financial needs of an applicant, members of the same household as a person in (i) to (ix), but who fall outside the descriptions defined in (i) to (ix) themselves, shall be considered to be able to make a contribution to household expenses at the prevailing additional rate defined by the Money Advice Trust; or if the household member is in receipt of state benefits, at a reduced rate.
- e) In considering applications, the Council of Management may exercise its discretion in applying the rules set out in (iii) to (ix) and (a) to (d) to individual cases.
- (B) The education and advancement in life of the children and dependents of the medical practitioners defined in (A) above.
- (C) Such other charitable objects as shall from time to time be determined by the incorporated body in general meeting.

In furtherance of the above objects but not otherwise:

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Fund may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Fund.

- (E) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Fund.
- (F) To undertake and execute any charitable trusts which may lawfully be undertaken by the Fund.
- (G) To borrow or raise money for the purposes of the Fund on such terms and on such security as may be thought fit.
- (H) To invest the moneys of the Fund 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.
- (I) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Fund or calculated to further its objects.
- (J) To do all such other things as shall further the above objects or any of them.

Provided that:

- i. In case the Fund shall take or hold any property which may be subject to any trusts, the Fund shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii. The Fund 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 Fund would make it a Trade Union.
- iii. In case the Fund shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales or Secretary of State for Education, the Fund 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 Fund 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 Fund shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commission or the Secretary of State for Education 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 Fund were not incorporated.
- iv. The income and property of the Fund, however derived, shall be applied solely towards the promotion of the objects of the Fund 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 Fund.
- v. Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Fund, or to any member

of the Fund, in return for any services actually rendered to the Fund, nor prevent the payment of interest at a rate per annum not exceeding 2% above base rate on money lent or reasonable and proper rent for premises demised or let by any member to the Fund; but so that no member of the Council of Management or Governing Body of the Fund shall be appointed to any salaried office of the Fund or any office of the Fund paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Fund 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 Fund : 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.

- vi. The liability of the members is limited.

#### GENERAL MEETINGS

4. The Fund shall hold a General Meeting in every calendar year as its Annual General Meeting. Such Annual General Meeting shall be held on the same day and at the same place as the Conference of Representatives of Local Medical Committees convened by the General Practitioners Committee (successor to the General Medical Services Committee) of the British Medical Association or if no such conference is to be held in any calendar year then at such time and place as may be determined by the Council. The Council shall specify the Annual General Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
5. All General Meetings, other than Annual General Meetings, shall be called General Meetings.
6. The Council may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by members, as provided by section 303 of the Act.
7. Fourteen days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner mentioned to such persons (including the Auditors) as are entitled under the Act to receive such notices from the Fund; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
8. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

9. All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
10. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise stated, fifteen members personally present shall be a quorum.
11. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if, at such an adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
12. The Chairman of the Council shall preside as Chairman at every Annual General Meeting and General Meeting, but if there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to preside, any other Officer of the Fund shall preside. If no Officer is present or willing to preside, the members present shall choose some member of the Council, or if no such member is present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Fund who is present to preside.
13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
14. 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, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Fund 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.
15. Subject to the provisions of Article 16, if a poll is demanded in the manner set out above, 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.

16. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
17. 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.
18. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

19. Subject as hereinafter provided, every member shall have one vote.
20. Save as otherwise expressly provided, 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 Fund in respect of his membership, shall be entitled to vote on any question at any General Meeting.

#### COUNCIL OF MANAGEMENT

21. Until otherwise determined by a General Meeting, the number of the members of the Council be not less than 10 nor more than 20. Should the number be reduced below the minimum specified in the Articles, the Council shall within 4 weeks of the occurrence of such vacancy appoint a member or members of the Fund as a member or members of the Council to bring the number up to that minimum
22. Members of the Council shall be elected by groups of members prescribed from time to time by the Council, having regard to adequate geographical representation as set out below:
 

(A)	All of Scotland	2 members
(B)	Cumbria, Durham, Tyne & Wear, Northumberland and Cleveland	1 member
(C)	North, South and West Yorkshire, Humberside, Nottinghamshire and Lincolnshire	1 member
(D)	Cheshire, Merseyside, Lancashire, Greater Manchester and Derbyshire	2 members
(E)	All of Wales	1 member
(F)	Salop, Staffordshire, West Midlands, Leicestershire, Hereford & Worcester, Warwickshire and Northamptonshire	2 members
(G)	Cambridgeshire, Bedfordshire, Hertfordshire, Norfolk, Suffolk and Essex	2 members

(H)	Cornwall, Devon, Somerset, Avon, Gloucestershire and the Channel Islands	1 member
(I)	Dorset, Wiltshire, Hampshire, the Isle of Wight, Berkshire, Oxfordshire and Buckinghamshire	1 member
(J)	All the London Boroughs	2 members
(K)	West Sussex and Surrey	1 member
(L)	East Sussex and Kent	1 member
(M)	Northern Ireland	1 member

23. The Council may from time to time and at any time appoint any additional members of the Fund as members of the Council, provided that the prescribed maximum shall not be exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, when he shall then be eligible for election or re-appointment.
24. No person who is not a member of the Fund shall in any circumstances be eligible to hold office as a member of the Council.

#### POWERS OF THE COUNCIL.

25. The business of the Fund shall be managed by the Council who may pay all such expenses of the Fund as they think fit, and may exercise all such powers of the Fund, and do, on behalf of the Fund, all such acts as may be exercised and done by the Fund, and as are not by statute or by these Articles required to be exercised or done by the Fund in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Fund, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Fund in General Meeting, but no regulation made by the Fund in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made
26. A person shall be appointed by the Council to administer the charity for such time, at such remuneration and upon such conditions as the Council may think fit. In addition, the Council may, from time to time, employ other staff to assist the appointed person in his duties. The title of the appointed person and his duties and the titles of other appointed staff and their duties shall be determined by Council and shall vary from time to time to meet the prevailing needs of the charity

#### THE SEAL

27. The seal of the Fund shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and either the Company Secretary or a second member of the Council. In favour of any

purchaser or person bona fide dealing with the Fund, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

28. The office of a member of the Council shall be vacated:
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (B) If he brings the Fund into disrepute;
  - (C) If he ceases to be a member of the Fund;
  - (D) If, by notice in writing, he resigns from his office;
  - (E) If he ceases to hold office by reason of an order made under the Company Directors' Disqualification Act 1986;
  - (F) If he is removed from office by a resolution duly passed pursuant to section 168 of the Act.
  - (G) If he fails to attend three consecutive meetings of the Council of Management. Disqualification specifically, under this clause, may be revoked at the Council's discretion.

#### ROTATION OF MEMBERS OF THE COUNCIL.

29. A member of the Council shall be elected for a period of three years. At the third Annual General Meeting after his election, he shall indicate his willingness to stand for a further three years or his wish to retire. If he wishes to stand for a further three year period and there is no other candidate, the members at that Annual General Meeting shall be informed that he is duty re-elected. If another member is nominated for election, there shall be a ballot in accordance with Article 31 and the result of the ballot shall be announced at the Annual General Meeting. In the event that the member wishes to retire after a period of three years and no other member is nominated for election, the Council may co-opt a member to serve as a member of the Council until the next Annual General Meeting when an election should take place.
30. The Fund may, at the meeting at which a member of the Council retires in the manner prescribed in Article 29, fill up the vacated office by electing a person to that vacancy in accordance with Article 22, and in default, the retiring member shall, if offering himself for re-election, be deemed to have been re-elected.
31. No person not being a member of the Council retiring at the meeting shall 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 Company 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 twenty eight intervening days. In the event of more than one candidate being eligible for election to the same vacancy a postal ballot shall be held, prior to the General Meeting, the voting being confined to those registered members of the Company residing in the particular geographical area to be represented by the new member of Council. The completed ballot papers must be returned to reach the Company Secretary not less than two clear days prior to the General Meeting in question. Such a postal ballot shall be deemed to be an election held at the General Meeting under Articles 9, 22 and 30 and no further vote shall be taken at that meeting.

32. A member of the Fund is not eligible to stand for election as a member of Council if he will have served four consecutive three year terms at the time of the Annual General Meeting, at which his fourth three year term expires; if he currently holds the office of Chairman or Treasurer in accordance with Article 38 he may continue as a member of Council until the Annual General Meeting following the end of his three year term as Chairman or Treasurer at which time he must retire.
33. A member of the Fund who is not eligible to re-stand for election to Council because he has been a member of Council for four consecutive three year terms, may stand for election again at the Annual General Meeting twelve months after his final three year term expires or at any Annual General Meeting thereafter.
34. The Fund may from time to time in General Meeting increase or reduce the number of members of the Council, 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, and may also vary the geographical basis of the election of members of the Council.
35. In addition and without prejudice to the provisions of section 168 of the Act, the Fund may, by Special Resolution, remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office only so long as the member in whose place he is appointed would have held the office if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL

36. 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, seven Council members 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.
37. 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 members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
38. At the final Council meeting in 2017 and at the final Council meeting in every third calendar year thereafter, the members of the Council shall elect the following Officers of the Fund: Chairman, Vice Chairman, Treasurer and Deputy Treasurer.
39. Those members of the Council, elected as Officers as in Article 38, shall serve for a period of three years, with an option to seek election for a second term of three years at the end of that three year period. For the avoidance of doubt, the maximum period, a member of the Council may seek election and be elected to any one of the following

posts: Chairman, Vice Chairman, Treasurer and Deputy Treasurer, is six consecutive years.

40. In the event that an Officer ceases to be a member of the Council for whatever reason, another member shall be elected by the Council to serve in the vacated post for the remaining period that would have been served by the retiring member.
41. The Chairman shall be entitled to preside at all meetings of the Council at which he is present. If he is not present, the Vice Chairman shall preside. If the Vice Chairman is not present, either the Treasurer or the Deputy Treasurer shall preside. If none of the Officers of the Fund are present within fifteen minutes of the appointed time of the meeting, the members of the Council present shall choose one of their number to be Chairman of that meeting and that meeting only.
42. 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 Fund for the time being vested in the Council generally.
43. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles 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.
44. All bona fide acts done 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 stated, 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.
45. The Council shall ensure proper minutes are recorded of all appointments of officers made by the Council and of the proceedings of all meetings of the Fund 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.
46. A signed resolution in writing, in electronic or printed form, from all the members at the time being of the Council or of any committee of the Council who are 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.

## ACCOUNTS

47. The Council shall cause proper books of account to be kept with respect to:
  - (A) all sums of money received and expended by the Fund and the matters in respect of which such receipts and expenditure take place;
  - (B) all sales and purchases of goods and services by the Fund;
  - (C) the assets and liabilities of the Fund.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Fund and to explain its transactions.

48. The books of account shall be kept at the office or, subject to section 388 (1a) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
49. The Council shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Fund or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Fund except as conferred by statute or authorised by the Council or by the Fund in General Meeting.
50. At the Annual General Meeting in every year, the Council shall lay before the Fund a proper income and expenditure account for the period since the last preceding account, made up to date not more than nine months before such a meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than fourteen clear days before the date of the meeting, be sent to the Auditors and to all persons entitled to receive notices of General Meetings in the manner which notices are directed to be served in these Articles. The Auditors report shall be open to inspection and be read before the meeting.

#### AUDIT

51. Once at least in every year the accounts of the Fund shall be examined and the accuracy of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
52. Auditors shall be appointed and their duties regulated in accordance with sections 485 to 488 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES

53. A notice may be served by the Fund upon any member, either personally, electronically or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
54. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Fund an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Fund.
55. Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in proving

such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice served in electronic form, shall be deemed to have been served on the date that it was transmitted.

## DISSOLUTION

56. Every member of the Fund undertakes to contribute to the assets of the Fund, 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 Fund contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
57. If upon the winding up or dissolution of the Fund 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 Fund, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Fund, 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 Fund under or by virtue of Clause 3(J)iv of the Articles hereof, such institution or institutions to be determined by the members of the Fund at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.