

**Incorporated Under The Companies Acts 1908 to 1917**

**The Companies Acts 1985 to 1989**

**Company Limited by Guarantee**

**And Not Having A Share Capital**

**THE KENT BEE-KEEPERS' ASSOCIATION**

Incorporated on the 11th day of April 1929

Company Number : 238630

**Incorporated Under The Companies Acts 1908 to 1917**

**The Companies Acts 1985 to 1989**

**Company Limited by Guarantee**

**And Not Having A Share Capital**

**MEMORANDUM OF ASSOCIATION**

of

**THE KENT BEE-KEEPERS' ASSOCIATION**

(As adopted by Special Resolution passed 19th June 1993)

1. The name of the Company (hereinafter called "the Association") is The Kent Bee-Keepers' Association
2. The registered office of the Association will be situate in England
3. The objects for which the Association is established are :-
  - A. The advancement of the science of apiculture and the promotion, fostering and encouraging of education therein, and the doing of all such things as shall be conducive to the attainment of those primary objects.
  - B. The investing and dealing with the moneys of the Association not immediately required for its purposes in such manner and in or upon such investments of securities, of the placing the same on deposit with such bank or banks as many be thought fit, without restriction and not subject to the confines of the Trustee Investment Act 1961.

The Council as trustees of the Association may further :-

- i. acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof;
- ii. lend money with or without security, and to invest money of the Association upon such terms as the Association may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Association is a member or is otherwise interested, and generally as the Council think fit;

- iii. borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Association's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Association of any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Association or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act"), as amended by the Companies Act 1989, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Association by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

PROVIDED ALWAYS that nothing herein contained shall empower the Association to carry on the business of life assurance, personal accident insurance, fire insurance, employers' liability insurance, or bond investment business, or the business of insurance within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Insurance Act, 1923, or to re-insure any risks under any class of assurance business to which those Acts apply.

PROVIDED ALSO that 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.

PROVIDED ALSO that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, or Board of Education, the Association shall not sell, mortgage, charge, or lease the same without such authority, approval, or consent as may be required by law, and as regards any such property the Council or trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults and for the due administration of such property in the same manner and to the same extent as they would, as such Council or trustees, have been, if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Board of Education over such Council or trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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 the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per centum per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council or 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, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for remises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any railway, tramway, gas, electric lighting, water, cable, or telephone company, of which a member of the Council may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a license is granted by the Department of Trade and Industry to the Association in pursuance of the Companies (Consolidation) Act, 1985.
7. The liability of the members of the Association is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding 25 pence.
9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

**Incorporated Under The Companies Acts 1908 to 1917**

**The Companies Acts 1985 to 1989**

**Company Limited by Guarantee**

**And Not Having A Share Capital**

**ARTICLES OF ASSOCIATION**

of

**THE KENT BEE-KEEPERS' ASSOCIATION**

(As adopted by Special Resolution passed 19th June 1993)

**INTERPRETATION**

1. In these Articles:-

"the Act" means the Companies Acts 1985 to 1989;

"the Seal" means the Common Seal of the Association;

"Secretary" means the Secretary of the Association or any person appointed to perform the duties of the Secretary of the Association including a joint assistant or deputy Secretary;

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

"Branch" means an area within the area of the Association as defined from time to time by the Council of the Association or, as the context may require, those Members of the Company who belong to a Branch;

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

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

Unless the context otherwise requires, words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

**MEMBERS**

2. The number of Members with which the Association was originally registered was 1000 but the Council may from time to time register an increase thereof.

There shall be such classes of membership as are from time to time laid down in the Bye-Laws.

All admission to membership shall be made by Branches as prescribed by the Bye-Laws.

The Council shall from time to time prescribe the amount of Subscriptions applicable to each class of membership.

3. Each Branch shall be responsible for the admission to Membership of the Association of new Members wishing to be registered thereat. Such admission or refusal thereof shall be made in accordance with the Bye-Laws of the Association. The Branches shall be responsible for keeping a record of all the Members registered thereat although a full list of Members of the Association shall be kept and maintained at the Registered Office of the Company.

No person shall be permitted to be a Member of more than one Branch, but a Member of one Branch may nevertheless attend the meetings of the Association of any Branch of the Association. The Council shall have power by Resolution of a three-fourths majority of the Members present at a meeting specially convened to consider the question to suspend, remove or exclude any Member of the Association who, in the opinion of the Council is unfit to remain a Member of the Association, provided that no Member shall be suspended, removed or excluded unless he has a proper opportunity of attending and being heard at such meeting.

4. Every Member shall on admission and on the First day of October in every year, while he remains a Member, pay an annual subscription. The annual subscription payable by the Members shall be as determined by the Council in accordance with Article 2 above and shall be payable in advance on the First day of October in each year.

Any Member whose annual subscription is unpaid on the Thirty-first day of December in any year shall cease ipso facto to be a Member of the Association and shall forfeit all right in and claim upon the Association but may be reinstated in the discretion of the Committee of the Branch on payment of all arrears.

#### **GENERAL MEETINGS**

5. The Association shall in each year hold a General Meeting as its 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 Association and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
6. All general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.
7. 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 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of Council capable of acting to form a quorum, any Member of Council or any two Members of the Association 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**

8. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed-
  - a. in the case of an 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 being a majority together holding not less than ninety-five per cent. of the voting rights.

The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

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

#### **PROCEEDINGS AT GENERAL MEETINGS**

10. 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 the President and the appointment of, and the fixing of the remuneration of, the Auditors.
11. 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 four Members present in person and representing different Branches shall be a quorum.
12. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Chairman may determine. 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.
13. The Chairman, if any, of the Council or, in his absence, the Vice-Chairman (if any) of the Council shall preside as Chairman at every General Meeting of the Association, or if there is no such Chairman or Vice-Chairman or if the Chairman or Vice-Chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Council present shall elect one of their number to be Chairman of the meeting.

14. If at any meeting no Member of the Council is willing to act as Chairman or if no Member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
15. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
16. A Resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded-
  - a. by the Chairman; or
  - b. by at least two Members having the right to vote at the meeting; or
  - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or

And a demand by a person as proxy for a Member shall be the same as a demand by the Member.

17. Except as provided in Article 19, 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.
18. The Chairman of a General Meeting of the Association shall not be entitled to a casting vote. In the case of an equality of votes the Chairman shall declare the motion void.
19. 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 either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If the poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

#### **VOTES OF MEMBERS**

20. Every Member shall be entitled to voting rights in accordance with the Bye-Laws of the Association.
21. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his Committee, receiver or curator bonis or other person in the nature of a Committee, receiver or curator bonis appointed by that court, and any such Committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.
25. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may-
  - a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Member of Council;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"The Kent Bee-Keepers' Association"

I  
of  
in the County of \_\_\_\_\_, being a Member  
of the above named Association, hereby appoint  
of  
or failing him  
of \_\_\_\_\_  
as my proxy to vote for me 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 \_\_\_\_\_ 19 \_\_\_\_ .  
And at any adjournment thereof.  
  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_ .

27. Where it is desired to afford Members an opportunity of voting for or against a Resolution the instrument appointing a proxy shall be in the following form or form as near thereto as circumstances admit:

"The Kent Bee-Keepers' Association"

I  
of  
in the County of \_\_\_\_\_, being a Member  
of the above named Association, hereby appoint  
of  
or failing him  
of \_\_\_\_\_  
as my proxy to vote for me 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 \_\_\_\_\_ 19 \_\_\_\_ .  
And at any adjournment thereof.

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

This form is to be used in favour of / against\* the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that not intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its registered office or such other place as aforesaid before the commencement of the meeting or adjourned meeting at which the proxy is used.

**CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.**

30. Any corporation which is a Member of the Association may by Resolution of the Council or other 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 powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

**COUNCIL**

31. The Council shall comprise two representatives of each Branch of the Association elected thereto in the manner prescribed in the Bye-Laws of the Association for the time being in force. Such representatives of duly notified alternates shall be the only persons entitled to

exercise a vote on the proceedings of Council and they only jointly or separately shall be held responsible for the decisions taken.

The President, Vice-Presidents, Chairman, Vice-Chairman, Treasurer and General Secretary shall (provided and so long as they are respectively Members of the Association and subject always to the provisions of Article 34 and of Clause 4 of the Memorandum of Association) be ex-officio Members of Council, both in the year of their appointment or re-appointment and the following year. Such persons shall be entitled to express their views to Council but shall not be entitled to exercise a vote on the proceedings of Council.

The Chairman and Vice-Chairman of Council shall be elected annually by Council. Any Branch or Branches which they were appointed to represent shall then be entitled to appoint representatives to Council in replacement.

At the Annual General Meeting of each Branch of the Association held in accordance with the Bye-Laws of the Association two representatives of the respective Branches shall be elected to Council from such Members of the Association as belong to each respective Branch. In the event that a vacancy occurs on the Council prior to the next Annual General Meeting the Branch for which the vacancy exists may elect a further representative to be a Member of the Council at a Meeting of that Branch.

32. The Council may at any time and from time to time co-opt additional Members of the Association, to fulfil as specific office but such persons shall not be entitled to exercise a vote on the proceedings of Council.

#### **ALTERNATES FOR MEMBERS OF COUNCIL**

33. If any Member of Council shall be unable to attend any meeting of the Council, he may appoint any Member of the Association (not being already a Member of Council) belonging to the Branch of the Association to which he himself belongs as his alternate to act in his place at any such meeting of the Council. Such appointment must be made in writing under the hand of the appointor and may at any time be revoked in like manner. Notice in writing of any such appointment must be given to the Association at least 4 hours before the time fixed for the meeting. Every such appointee shall be entitled to attend such meeting of Council and to vote thereat and shall have and may exercise all powers, rights, duties and authorities (except those of Chairman and Vice-Chairman) of the Member as whose alternate he acts.

#### **DISQUALIFICATION OF MEMBERS OF COUNCIL**

34. The office of Member of Council shall be vacated if the Member of Council-
  - A. is appointed to any salaried office of the Association or any office of the Association paid by fees; or
  - B. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - C. becomes prohibited from being a Member of Council by law for the time being; or
  - D. becomes of unsound mind; or

- E. resigns his office by notice in writing to the Association; or
- F. ceases to be a Member of Council by virtue of a Resolution passed pursuant to Sections 303 and 304 of the Act; or
- G. Ceases to be a Member of the Association; or
- H. Is called upon by a three-fourths majority of the Council to resign his office.

#### **NO AGE LIMIT FOR MEMBERS OF COUNCIL**

35. A person may be appointed, elected or re-elected a Member of Council although at the date of such appointment, election or re-election he may have attained the age of seventy or any other given age; and no Member of Council shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy, or any other given age, and no special notice need be given of any Resolution for the re-appointment or appointment or approving the appointment as a Member of Council of a person who shall have attained the age of seventy, or any other given age, and it shall not be necessary to give to the Members of the Association notice of the age of any Member of Council or persons or person proposed to be re-appointed or appointed as such.

#### **REMOVAL OF MEMBERS OF COUNCIL**

36. The Association may by Ordinary Resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Member of Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Member of Council.
37. The provisions of Article 31 shall apply in the event of the removal of a Member of Council.

#### **POWERS AND DUTIES OF THE COUNCIL**

38. The business of the Association shall be managed by the Council who may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that walrus regulation had not been made.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Association, 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.
40. The Council shall cause minutes to be made in books provided for the purpose:-
- A. of all appointments of officers made by the Council;
  - B. of all Resolutions and proceedings at all meetings of the Association, and of the Council, and of Committees of the Council.

- C. of the names of all persons present at meetings of Council and of Committees of Council.

#### **BORROWING POWERS**

41. The Council may exercise all the powers of the Association to borrow money, and to mortgage or charge its property, or any part thereof, and to issue bonds, debentures, debenture stock, bills of exchange, promissory notes and other obligations and securities of the Association, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

#### **PROCEEDINGS OF THE COUNCIL**

42. A meeting of the Council shall be held within the first four months of the year, every year. Subject thereto, the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. The Chairman shall not be entitled to a second or casting vote and in the case an equality of votes the Chairman shall declare the motion void. The Chairman or any three Members of Council may, and the General Secretary on the requisition of the Chairman or of any three Members of Council shall, at any time summon a meeting of the Council. A meeting of the Council shall be called by four 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 meeting and the general nature of the business to be transacted thereat. It shall not be necessary to give notice of a meeting of the Council to any Member of the Council for the time being absent from the United Kingdom.
43. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be not less than one representative from at least four separate Branches.
44. The continuing Members of Council may act 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 Association as the necessary quorum for a meeting of Members of Council, the continuing Members of Member of Council may act for the purpose of increasing the number of Members of Council to that number, or of summoning a General Meeting of the Association, but for no other purpose; and in such case the continuing Members of Members of the Association to be a Member of Members of Council until the number of Members of Council is equal to the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Members of Council.
45. At the meeting of Council held within the first four months of the year, every year the Council shall elect from the Members of the Association or from their own number the Chairman, Vice-Chairman, Treasurer and General Secretary of the Association. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Council' but if no such Chairman or Vice-Chairman is elected, or if at any meeting the Chairman or Vice-Chairman is not present within five minutes after the time appointed for holding the same, the Members of Council present may choose one of their number to be Chairman of the meeting. The Council may from time to time elect for life a Member as a Vice-President of the Association.

46. The Council may delegate any of their powers to Committees consisting of such Member of Members of the Association as they think fit with or without power to co-opt other Members of the Association; any Committee so formed shall in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Council. Unless in any particular case the Council shall otherwise provide, every such Committee shall be entitled to fix the quorum necessary for the transaction of business and unless so fixed such quorum shall, when the number of Members of the Committee exceeds three, be three and, when the number of Members of the Committee does not exceed three, be two. The Chairman and Vice-Chairman of the Council, the General Secretary and the Treasurer for the time being shall be ex-officio Members of all Committees formed pursuant to the provisions of this Article. All Standing Committees shall be elected annually as provided in the Bye-Laws of the Association in force for the time being.
47. 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 present may choose one of their number to be Chairman of the meeting.
48. 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 declare the motion void.
49. All acts done by any meeting of the Council or of a Committee appointed by the Council, or by any person acting as a Member of Council or of any such Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of Council 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 Member of Council or of any such Committee.
50. A Resolution in writing, signed by all the Members of Council for the time being entitled to vote at a meeting of the Council or of any Committee formed pursuant to Article 46, shall be as valid and effectual as if it had been passed at a meeting of the Council or of any such Committee duly convened and held.

## **BRANCHES**

51. The Council may, upon sufficient Members expressing the desire to establish a Branch within the area of the Association, give or withhold its consent.
52. The respective Branches of the Association shall have full power, authority and discretion with regard to the conduct of the business of the Association relating solely to their respective Branches subject nevertheless to the Memorandum and Articles of the Association and to the Bye-Laws and Regulations, if any, of the Association for the time being in force.

Each Branch may appoint a Committee or Committees which shall be empowered to -

- A. meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit; and

- B. Delegate any of the powers to Sub-Committees consisting of such Member of Members of their body as they think fit and make Regulations as to the manner in which such delegated powers shall be exercised.

Branch Funds are the property of the Association and are to be held by the Branch Committee to be used in accordance with the objects and Articles of the Association.

When a Branch ceases to exist any remaining funds shall be remitted to the County Treasurer.

#### **SECRETARY**

53. The Secretary (who shall be called the General Secretary) shall be appointed by the Council at such remuneration, if any, and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
54. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of Council and as, or in place of, the Secretary.

#### **THE SEAL**

55. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a Committee formed by the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by at least two Members of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

#### **BYE -LAWS AND REGULATIONS**

56. The Council may from time to time make, alter and revoke any Bye-Laws and the Regulations contained therein for carrying on the business of the Association and its Branches, but so that any such Bye-Laws and Regulations shall not be repugnant to or amount to or involve such an alteration of or addition to these Articles as could lawfully be made only by Special Resolution.

#### **ACCOUNTS**

57. The Council shall from time to time, in accordance with Sections 227 to 262 of the Act, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

#### **AUDIT**

58. Auditors shall be appointed and their duties regulated in accordance with Sections 237 and 389 of the Act.

## NOTICES

59. The Association may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

A notice of a meeting may also be given by the Association to any Member by advertisement and any such notice shall be sufficiently advertised if advertised once in the monthly journal entitled "Bee Craft" or in any leading London daily newspaper and any such notice shall be deemed to be served on the day of the issue of the issue of the journal or paper in which the advertisement appears. Notice of a meeting advertised in "Bee Craft" may be contained either in the journal itself or in a leaflet inserted in those copies of "Bee Craft" intended for distribution amongst the Members of the Association.

60. Notice of every General Meeting shall be given to:-
- A. every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and
  - B. the Auditor for the time being of the Association. No other person shall be entitled to receive notices of General Meetings.

## INDEMNITY

61. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other Officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

## WINDING UP

62. The provisions of Clause 9 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the same were repeated in these Articles.