

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
OF  
THE ASSOCIATION OF POLISH ENGINEERS IN GREAT BRITAIN  
(AMENDED: 11<sup>TH</sup> MARCH 2012)**

Company no. 06770675

Incorporated 11 December 2008

The Companies Acts 1985 To 1989

The Companies Act 2006

Company Limited by Guarantee  
and not having a share capital

**MEMORANDUM OF ASSOCIATION**  
of  
**THE ASSOCIATION OF POLISH ENGINEERS IN GREAT BRITAIN**

1. This Memorandum of Association reflect on true business carried out by the Association of Polish Engineers in Great Britain and replaces the one delivered on 11 December 2008.
2. The name of the Company is **THE ASSOCIATION OF POLISH ENGINEERS IN GREAT BRITAIN LIMITED**. [In Polish: Stowarzyszenie Techników Polskich w Wielkiej Brytanii].
3. The registered office of the Company will be situated in England and Wales.
4. The Association of Polish Engineers in Great Britain (abbreviated as APE) is a self-governing, technical and scientific society comprises engineers, architects, scientists, technicians, students of various engineering disciplines and supporting members of the public.
5. The aims for which the Company is established are:
  - a. To conduct business as a non-profit organisation in the spirit and tradition of the long standing organisation of Polish engineers established in September 1940 registered under the name of the Institution of Polish Engineers in Great Britain but dissolved in January 1993.
  - b. To take further steps to unite the Polish engineers and those of Polish origin, as well as technicians and members of affiliated professions from the territory of Great Britain.
  - c. To continue with the development of techno-scientific, organisational and economic ideas of all associated disciplines.
  - d. To inspire and assist with the improvement of Polish science and higher education in the world arena.
  - e. To inspire and assist with promoting new technical ideas and inventions to boost technical competitiveness.
  - f. To protect the environment in all stages of technical systems design, construction and use.
  - g. To continue with the development of friendship based on members' professional solidarity in the spirit of Polish culture and tradition, carried out by organising technical conferences, technical visits and publication of technical bulletin as well as organising social events,.
  - h. To continue with representing Polish engineers and technicians in various professional forums in the UK and outside thus providing assistance in promoting their interest.
  - i. To carry on the maintenance of contacts and co-operation with brotherly institutions in Poland and other countries, assisting in the exchange of technical information and state-of-art know-how, and also providing assistance for students.
  - j. To provide advice with regard to technical, scientific and economical topics relevant to the Polish economy.
  - k. To continue with the improvement of the professional knowledge of its members by encouraging professional and ethical conduct in the carrying out of their duties.
  - l. To pursue further educational activities directed towards the improvement of the professional qualifications of Polish engineers and technicians.
  - m. To continue assisting members in need through the Sickness and Benevolent Fund.

6. Provided always that:

- a. The income and property of the Association, whence-so-ever derived, shall be applied solely towards the promotion of the aims 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 rendered to the Association, nor prevent payment of interest at a rate not exceeding 5% 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 of the Association shall be appointed to any salaried office of the Association, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council, except approved payment of out-of-pocket expense and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided further that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of the Association may be a member, and in which such member shall not be bound to account for any share of profit he may receive in respect of any such payment with exception to any member of the Council of the Association involved in activities referred in 4(l).

7. The liability of the members 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 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 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.

9. The Association may own, purchase, sell its own assets as well as charge for their use, receive gifts, legacies, enter into agreements and manage its own assets. These activities require agreement of the Council of the Association.

10. 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 be given or transferred to some charitable institution or institutions or any of them is or in part similar to the aims of the Association, and which 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 6 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object, but so that save as herein before expressly provided no part of the said property remaining after the satisfaction of all debts and liabilities of the Association shall be paid or transferred to any member or members of the Association.

**Names, Addresses and Descriptions of Subscribers**

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

	Name	Profession	Signature
1	Dr Ryszard Chmielowiec, 3 Albermarle Parkside, Wimbledon, London SW19 5NP	PUNO Professor (Polish University Abroad) in London)	
2	Mr Piotr Dudek 28 Grays Road, Slough, Berkshire, SL1 3QG	Consulting Chartered Engineer	
3	Dr Andrzej Formaniak 15 Thron Tree Court, Park View Road, London W5 2JB	Consulting Chartered Engineer	
4	Mr Jerzy Habdank-Toczyski 55 Mountfield Road, London W5 2NQ	Retired Engineer	
5	Dr Leszek Marian Kasprzak 33 Wordsworth Road, Loughborough, Leicestershire, LE11 4LG	Consulting Chartered Engineer	
6	Mr Kazimierz Langowski 49 Birch Grove - Flat 2, London W3 9SP	Retired Engineer	
7	Mr Adam Ostrowski 82 Wrotesley Road, London NW10	Retired Engineer	
8	Mr Marek Piekarski 6 Balshaw Way, Chilwell, Beeston, Nottingham, NG9 6RQ	Consulting Engineer	
9	Mr Krzysztof Rusczyński 132 Brunswick Road, London W5 1AW	Company Director	
10	Dr Mirosław Wszyński 15 Rissington Avenue, Selly Park, Birmingham, B29 75X	Birmingham University Professor	

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## **ARTICLES OF ASSOCIATION**

of

**THE ASSOCIATION OF POLISH ENGINEERS IN GREAT BRITAIN**

**(AMENDED: 11<sup>TH</sup> MARCH 2012)**

### GENERAL

1. These Articles of Association reflect on true business carried out by the Association of Polish Engineers in Great Britain and replace the one delivered on 11 December 2008.
2. 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 subject or context.

#### WORDS

#### MEANINGS

THE Act ... ..

The Companies Act 2006

These presents .... ..

These Articles of Association and the Regulations of the Association from time to time in force.

The Association ... ..

The above named Company

The Council ... ..

The Council of management for the time being of Association.

Specially appointed Council member

A person for the time being holding office as a member of the Council pursuant to an appointment made under paragraph (a) or (c) of Article XX

The office ... ..

The register office of the Association

The Seal ... ..

The common seal of the Association

The United Kingdom

Great Britain and Northern Ireland

Month ... ..

Calendar month

In writing ... ..

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

And words importing the singular number only shall include the plural number, and vice versa.  
Words importing the masculine gender only shall include the feminine gender; and  
Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not consistent, bear the same meanings in these presents.

## MEMBERSHIP

3. The number of members of the Association should not be limited.
4. Forthwith upon the incorporation of the Association each of the subscribers shall pay the Association by way of an entrance fee determined by the Council.
5. No other person shall be admitted to membership of the Association unless he
  - a. shall have been previously approved by the Council, whose discretion shall final; and
  - b. shall have paid to the Association a membership fee determined by the Council.
6. Where any person desires to be admitted to membership of the Association, he must deliver to the Association, duly completed and signed by him, a form of application framed in such manner as the Council shall require, and when necessary supported by diploma or other certificates of professional education. The Council acts in this matter on recommendations from the Verification Committee composed of their members.
7. The following grades of membership of the Association are available:
  - i) **Honorary Member:** a person or an institution who have contributed to the development the Association in an outstanding way. This grade of membership is awarded by a General Meeting on recommendation from the Council.
  - ii) **Ordinary Member:** engineers, architects, urban planners with technical university education diploma and appropriate professional experience verified and approved by the Verification Committee. Also technicians with technical education certificate and appropriate professional experience verified and approved by the Verification Committee.
  - iii) **Associated Member:** a person without technical education certificate but with broad professional experience in various fields of technology/industrial economics approved by the Verification Committee. Associate Member actively involved in work for the Association can be promoted to the grade of Ordinary Member at the Council's discretion.
  - iv) **Supporting Member:** In order to pursue the objectives of the Association and secure financial support (patronage) of the Association a supporting membership can be awarded by the Council to a member of the public or institutions.
8. A person who is a member of the Association shall cease to be a member:
  - i. if, not being a corporation, a receiving order is being made against him or he makes any arrangement or composition with his creditors;
  - ii. if, not being a corporation, he dies or declared incompetent;
  - iii. if that person gives notice in writing to the Association resigning his membership;
  - iv. if being a corporation, an order is made or an effective resolution is passed for the winding up of that body.
  - v. if that person is convicted of an indictable offence.

## ANNUAL GENERAL MEETING

9. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting except the

first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation or in the following year.

10. The Annual General Meeting shall be called by the Council, and the Council shall present to the Annual General Meeting the report and accounts of the Association for the preceding year, for consideration and approval by the members.
11. The Annual General Meeting shall elect the Chairman and other members of the Council, and a Committee of Internal Auditors.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Council may convene an Extraordinary General Meeting to discuss with members of the Association only one important issue, and an Extraordinary General Meeting shall also be convened on requisition of at least one third of the members of the Association.
14. Twenty one 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 the Meeting, and in the case of special business the general nature of that business, shall be given in the manner, hereinafter mentioned to such persons (including the Auditors) as are under these regulations or under the Act entitled to receive such notices from the Association; but with the consent of all 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.
15. Failure of omission to give notice of the Annual General Meeting, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any Meeting.
16. All business that is transacted at an Extraordinary General Meeting shall be deemed special, 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 election of the Chairman of the Association, and the appointment of, and the fixing of the remuneration of the Auditors.
17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members personally shall be a quorum.
18. 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 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.

19. The Chairman of the Association shall preside at every Meeting, but if there be no such Chairman of the Association or if at any Meeting the Chairman of the Association shall not be present within thirty minutes after the time appointed for holding the same, or shall be unwilling to take the chair at such Meetings, the members present shall choose some member of the Council, or if no such member be present or if all members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to take the chair of such a Meeting.
20. The chairman of any Meeting may, with the consent of such a Meeting, being a Meeting at which a quorum is present (and 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 any adjournment, or of the business to be transacted as an adjourned Meeting.
21. At any 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 of such a Meeting 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 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, or lost, or not carried 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.
22. In the case of 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 of a poll shall not prevent the continuation of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

## VOTING RIGHTS

24. Only ordinary and associated members are entitled to vote on any matter of the Association. Votes may be given on a poll either personally or by proxy.
25. On a show of hands each member present in person, or by proxy, shall have one vote.
26. A proxy must be ordinary or associated member of the Association
27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“THE ASSOCIATION OF POLISH ENGINEERS IN GREAT BRITAIN LIMITED”

“ I,

“of

“a member of THE ASSOCIATION OF POLISH ENGINEERS IN GREAT BRITAIN LIMITED

“hereby appoint

“of

“and failing him,

“of

“to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Association to be held

“on the \_\_\_ day of \_\_\_ and at every adjournment thereof

“As witness my hand this \_\_\_ day of \_\_\_\_ .”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## TRANSFER OF VOTING RIGHTS

28. (A) An ordinary and associated member of the Association may at any time, by writing execute a transfer of any vote to any person who is for the time being a member of the Association and eligible for voting on poll at Meetings of the Association.
29. Neither membership of the Association nor any rights attached to membership shall be transferable neither membership nor any rights attached to membership shall devolve upon personal representatives of any deceased member or upon the trustee in bankruptcy of any member.

## COUNCIL OF MANAGEMENT

30. The first members of the Council (who shall not exceed 12 in number) and the first Chairman of the Association, who shall be one of the first members, shall be appointed in writing under the hands of subscribers to the Memorandum of Association. The first Chairman of the Association appointed as aforesaid shall hold office as such Chairman, subject to Article 46(B), until the conclusion of the first Annual General Meeting of the Association.
31. The number of the members of the Council shall be no less than nine and no more than 12 or such other number as may from time to time be determined in Annual General Meeting.
32. The Council will have decisive power with regard to the purchase and management of assets and their sale as well as charge for their use by the Association. The same applies to the acceptance of gifts, legacies and entering into agreements by the Association.
33. The Council may from time to time and at any time appoint any person as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the total number of Council members would not in consequence of such appointment exceed 12. Any member so appointed shall retain his office only until the next Annual General meeting, but he shall then be eligible for re-election.

## POWERS OF THE COUNCIL

34. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and perform on behalf the Association all such acts as may be exercised and done by the Association, and as are

not by statute or by these present required to be exercised or done by the Association in general Meeting.

35. The present members of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed in accordance with those regulations, it shall be lawful for them 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 not for other purposes.

#### THE ASSOCIATION SECRETARY

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

#### THE ASSOCIATION SEAL

37. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be 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.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. 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 becomes of unsound mind.
  - c. If any event occurs whereby he is neither a member of the Association nor a member of the council management of any corporation which itself is a member of the Association.
  - d. If by notice in writing to the Association he resigns his office.
  - e. If he is removed from office by a resolution duly passed.
  - f. If he is absent himself for a period of six months or, in any case where meetings of the Council are held at intervals greater than six months, from not less than two consecutive meetings of the Council (such absence not being absence with leave of or by arrangements with the Council)
  - g. If he ceases to hold office by reason of any order made by the Act.

#### ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
40. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

41. The Association may, at the Meeting at which a member of the Council retires in manner aforesaid fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the Meeting and lost.
42. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such, that between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting there shall be not less than four nor more than twenty-eight intervening days.
43. In addition, the Association may by Extraordinary Resolution remove any member of the Council before expiration of his period of office, and may by an Extraordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### THE CHAIRMAN

44. At every Annual General Meeting of the Association, forthwith upon the completion of the election to the vacancies in the Council in accordance with Article 42 above, or if then there shall be no such election, the last business to be transacted at such Annual general Meeting, the Association shall elect as Chairman of the Association. Any person who is a member of the Council (but excluding any person retiring by rotation and not re-elected or deemed to be re-elected to the Council) shall if proposed and seconded by any two members present in person or by proxy at such an annual General meeting, be eligible to be elected Chairman of the Association, but no other person shall be so eligible.
45. Nominations for the Chairman of the Association should be submitted to the Council's no later than two weeks before the Annual General Meeting of the Association and distributed to Members one week prior to Annual General Meeting of the Association.
46. **(A)** Any person elected Chairman of the Association in accordance with the Article 44 above shall assume the office forthwith upon the conclusion of the Annual Meeting at which he is elected and shall subject hereinafter provided hold office as Chairman aforesaid until the conclusion of the next following Annual General Meeting of the Association.  
**(B)** If a Chairman of the Association shall for any reason cease to be a member of the Council during his period of office as Chairman, or shall resign his office as Chairman, his holding of the said office shall ipso facto terminate. In any such event, or if Chairman of the Association shall die during his period of office as Chairman, the Council shall at the next Meeting of the Council duly elect from amongst such of its own then members a new Chairman of the Association who subject to the provision of this paragraph (B) shall hold office as such Chairman until the conclusion of the next Annual general Meeting.  
**(C)** Any person retiring as Chairman at any Annual General Meeting (whether he is first elected Chairman of the Association pursuant to Article 44 or to paragraph B of this Article) shall (if he is still a member of the Council) be capable of being re-elected to office as such Chairman at any subsequent Annual General Meeting of the Association provided that no person shall be capable of being re-elected to office as such Chairman at more than two consecutive Annual General Meetings (excluding the Annual General Meeting, if any, at which he was first elected Chairman as

aforesaid) unless such re-election is approved by a Resolution passed by a majority of not less than two-thirds of the members present at such Meeting.

#### PROCEEDINGS OF THE COUNCIL

47. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit but not less than six times a year, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six 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 of the meeting shall have a second or casting vote, except in the election of a new Chairman of the Associations under Article 46(B).
48. 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 invited to notice of a Meeting.
49. The Chairman of the Association shall preside at all Meetings of the Council at which he shall be present. If at any Meeting the Chairman of the Association be not present the members of the Council present shall choose one of their number to be chairman of the Meeting.
50. A meeting of the Council at which a quorum is present shall be competent to exercise all authorities, powers and discretions by or under the regulations of the Association for the time being vested in the council generally.
51. The council may delegate any of their powers to committees consisting of such member or members of the council as they think fit, any committee so formed shall, in the exercise of 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 present for regulating the Meetings and proceedings of the Council in so far applicable and so far as the same shall not be superseded by any regulations made by the Council.
52. All acts bona fide 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 subsequent discovery of some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or of any disqualification, be as valid as if every such person had been duly appointed or had duly continued in office and was not disqualified to be a member of the Council.
53. 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 facts therein stated.
54. A resolution in writing signed by all present members of the Council or of any committees of the Council who are entitled to receive notice of a Meeting of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such a committee duly convened and constituted.

55. The council may when it is considered appropriate apply to the respective governmental bodies and other professional institutions to award the members of the Association for their distinguished service to the society and professional achievements.

## THE TREASURER

56. The Council shall cause proper books of account to be kept with respect to:
- a. all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
  - b. all sales and purchases of goods by the Association and
  - c. the assets and liabilities of the Association.

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

57. The Treasurer shall be appointed by the Council for the duration of its term of office and any Treasurer so appointed may be removed by it. The Treasurer shall deal with the every day financial operations of the Association and will prepare the summary of the Association's books of account for the Committee of Internal Auditors review and which will subsequently be delivered to a properly qualified Auditor before the Annual General Meeting.

58. The books of accounts shall be kept at the Office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the member of the Council.

59. The Council shall from time to time determine whether and at what times and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to the inspection of members, and no member (not being a member of the Council) shall have any right to inspect any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

60. At the Annual General Meeting every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such a Meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheets and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Meeting.

## THE AUDIT COMMITTEE

61. The Audit Committee shall comprise up to three members with one Member being the Chairman of the Committee, and other Member(s) being Assistant(s).
62. The Member(s) comprising the Committee may not be a member of the Council.
63. The function of the Committee will be to review the financial activities of the Association, and, for that purpose, they shall meet as often as required, in any event, not less than twice annually.

64. At the Annual General Meeting marking the end of their year of office, the Committee will deliver a report to the Meeting summarising the results of their review, and proposing to the Meeting such resolution or recommendation as they deem fit.

#### AUDIT

65. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one properly qualified Auditor.

#### NOTICES

66. A notice may be served by the Association upon any member, either personally or by e-mail or by sending it through the post in the pre-paid letter, addressed to such a member at his registered address as appearing in the register of members.

67. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association 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, save as aforesaid and as provided by the Act, 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 Association.

68. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing 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.

#### DISSOLUTION

69. Clause 8 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.