

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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## **Memorandum of Association**

**Of**

### **St Anne's Shelter and Housing Action Limited**

- 1 The name of the Company (hereinafter called "the Association") is ST ANNES' SHELTER AND HOUSING ACTION LIMITED.
- 2 The registered office of the Association will be situate in England.
- 3 The objects for which the Association is established is the relief of poverty, sickness and old age in particular (but without in any way limiting the generality of the foregoing words) for the relief of the poverty of persons who by reason of mental or physical infirmity are unable to fulfil their duties as citizens or their obligations to their employers.
- 4 For the purpose of carrying out the above objects but not otherwise the Association shall have the following powers –
  - (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or expedient for the promotion of these objects, and to construct, maintain, alter and manage any buildings or erections necessary or convenient for the work of the Association.
  - (b) To publicise, educate the public in, and provide information about the work of the Association in fulfilling the objects of the Association and similarly to publicise, educate the public in and provide information about the problems of such persons as are mentioned in clause 3 and

the work of other organisations and bodies, similar to the Association, in attempting to assist and care for them.

- (c) To establish, conduct and carry on at any place or places within the United Kingdom or elsewhere accommodation and facilities for the sick and the poor.
- (d) To publish and or distribute newspapers, journals, magazines, books and other literary works in connection with the activities and in furtherance of the objects of the Association.
- (e) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be expedient for the promotion of its objects.
- (f) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and are conducive to its objects.
- (g) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.
- (h) To invest the moneys of the Association 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 raise money for, establish and support or aid in the raising of money for, 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 Association or calculated to further its objects.
- (j) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- 5 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 6 per cent 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 Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 6 No alteration should be made to the Memorandum or Articles unless approved by the Board of Trade.
- 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 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

Names, Addresses and Descriptions of Subscribers
WILLIAM FRANCIS KILGALLON Cathedral House Leeds LS2 8BE Minister of Religion
WALTER TARPEY 35 Leafield Towers King Lane Leeds 17 Civil Servant

DATED this 4<sup>th</sup> day of December 1972

WITNESS to the above signatures:-

J W PEEL  
Park Lane House  
Westgate  
Leeds  
LS1 2RD

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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## Articles of Association

Of

## St Anne's Shelter and Housing Action Limited

### GENERAL

- 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 –

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act, 1948
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 the Association
The Office	The registered office of the Association

Words

Meanings

The Seal

The Common Seal of the Association

The United Kingdom

Great Britain and Northern Ireland

In writing

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

Month

Calendar month

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

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

Words importing persons shall include corporations.

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

- 2 The number of members with which the Association proposes to be registered is 10 but the Council may from time to time register an increase of members.
- 3 The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- 4 The Association is established for the purposes expressed in the Memorandum of Association.

- 5 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
- 6(a) No persons shall be admitted a member of the Association unless he is first approved of by the Council and the Council shall have absolute discretion as to the admission of any person. Where any person desires to be admitted to membership of the Association he must first sign and deliver to the Association an application for admission framed in such terms as the Council shall require.
- 6(b) The Council may from time to time formulate or draw up and thereafter amend or otherwise alter rules relating to any subscription be it of an annual or recurring nature or otherwise which members shall be required to pay to the Association as a condition of membership or of continuing membership of the Association and such rules may provide for the expulsion of a member from the Association or for deletion of a member's name from the Register of Members in the event of a member making default in the payment of any such subscription provided that any such rules or subsequent amendment or alteration thereof shall only be valid and take effect after the same have been approved by a Special Resolution of the Association in General Meeting.
- 7 A person may terminate his membership of the Association by giving to the Association notice in writing to that effect in such form as the Council shall require.

#### GENERAL MEETINGS

- 8 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 that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 9 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

- 10 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.
- 11 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 meeting, and in the case of Special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as it 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.
- 12 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 MEETING

- 13 All business shall be deemed special that is transacted at an Extraordinary 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.
- 14 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 three members present in person or by proxy shall be a quorum.
- 15 A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Association duly convened and held, and

may consist of several documents in the like form each signed by one or more members.

- 16 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 upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such 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.
- 17 The Chairman (if any) of the Council shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
- 18 The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than 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 any adjourned meeting.
- 19 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, 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 a number or proportion of the votes recorded in

favour of or against that resolution. The demand for a poll may be withdrawn.

- 20 Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 22 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 23 The demand 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

- 24 Subject as hereinafter provided, every member shall have one vote.
- 25 Save as herein 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 Association in respect of his membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 26 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.
- 27 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.
- 28 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office

copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- 29 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 30 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I,  
"of  
"a member of  
"hereby appoint  
"of  
"and failing him  
"of  
"as my proxy 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        19        ".

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

## COUNCIL OF MANAGEMENT

- 31 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 6 nor more than 15.
- 32 The first members of the Council shall be appointed in writing by the subscribers to the Memorandum of Association or a majority of them.
- 33 (1) Save as herein provided
- (a) At the first Annual General Meeting of the Association all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one third of the members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
  - (b) The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.
  - (c) A retiring member of the Council shall be eligible for re-election.
  - (d) The Association at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default of the retiring member of the Council 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 of the Council shall have been put to the meeting and lost.
  - (e) No person other than a member of the Council retiring at the meeting shall unless recommended by the members of the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the Registered Office of

the Association notice in writing, signed by a member duly qualified to attend 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 that person of his willingness to be elected.

- (2) The Association may from time to time by Ordinary Resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.
- 34 The members of the Council shall have power from time to time and at any time to appoint any other persons to be members of the Council but so that the total number of members of the Council shall not at any time exceed the maximum number, fixed as above, and so that no such appointment shall be effective unless two thirds of the members of the Council in the United Kingdom concur therein.
- 35 No member of the Council shall vacate or be required to vacate his office as member of the Council on or by reason of his attaining or having attained the age of seventy or any other age, and any member of the Council retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a member of the Council shall be capable of being appointed or re-appointed as a member of the Council notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a member of the Council of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members of the Association notice of the age of any member of the Council or person proposed to be appointed or re-appointed as such.
- 36 No person who is not a member of the Association shall be in any circumstances be eligible to hold office as a member of the Council.

## POWERS OF THE COUNCIL

- 37 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 do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents, required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provision of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or 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 such regulation had not been made.
- 38 The members for the time being 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 or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, 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 any other purpose.
- 39 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. 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 SEAL

- 40 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 so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 41 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 he ceases to be a member of the Association.
  - (d) If by notice in writing to the Association he resigns his office.
  - (e) If he ceases to hold office by reason of any order made under Section 188 of the Act.
  - (f) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

### PROCEEDINGS OF THE COUNCIL

- 42 The Council may meet together for the despatch 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, two 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.
- 43 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 44 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

- 45 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
- 46 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, which regulations may provide for the co-optation by the such committees or other persons whether or not they shall be members of the Association who may sit with and advise but not vote with such committees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulation 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.
- 47 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 that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified by 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.
- 48 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 49 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are 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

- 50 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 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 Association and to explain its transactions.

- 51 The books of account shall be kept at the office, or, subject to Section 147(3) 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.
- 52 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 Association 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 Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
- 53 At the Annual General Meeting in 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 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 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, subject nevertheless to the provisions of Section 158(1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meeting 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 as required by Section 161 of the Act.

#### AUDIT

- 54 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 or more properly qualified Auditor or Auditors.
- 55 Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act, and Section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those Sections.

#### NOTICES

- 56 A notice may be served by the Association upon any member either personally 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.
- 57 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.
- 58 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 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.
- 59 Clauses 8 and 9 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the provisions thereof were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

WILLIAM FRANCIS KILGALLON

Cathedral House

Leeds

LS2 8BE

Minister of Religion

WALTER TARPEY

35 Leafield Towers

King Lane

Leeds 17

Civic Servant

DATED this 4<sup>th</sup> day of December 1972.

Witness to the above signatures:-

J W PEEL

Park Lane House

Westgate

Leeds

LS1 2RD