



## Certificate of Incorporation

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I HEREBY CERTIFY, that

THE SOCIETY OF ARCHITECTURAL HISTORIANS OF  
GREAT BRITAIN

(The word "LIMITED" being omitted by Licence of the  
Board of Trade.)

is this day Incorporated under the Companies Act, 1948, and that  
the Company is LIMITED.

GIVEN under my hand at London this Twenty-Ninth day of  
June One Thousand Nine Hundred and Sixty four.

W. B. LANGFORD.

Registrar of Companies.

**SOCIETY OF ARCHITECTURAL HISTORIANS  
OF GREAT BRITAIN**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**The Companies Act, 1948.**

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

**MEMORANDUM OF ASSOCIATION**

**OF**

**THE SOCIETY OF ARCHITECTURAL HISTORIANS  
OF GREAT BRITAIN**

1. The name of the Company (hereinafter called 'the Society') is 'THE SOCIETY OF ARCHITECTURAL HISTORIANS OF GREAT BRITAIN'.
2. The registered office of the Society will be situate in England.
3. The objects for which the Society is established are to further the study and advance the knowledge of the history and development of architecture in Great Britain and elsewhere, especially by research into and discussion and dissemination of ideas relating to the history of architecture, by the publication of books, theses and articles and by the reprinting or reproducing the books, pamphlets, drawings and designs of rarity or importance to the study of such history and as ancillary to the foregoing objects:
  - (A) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
  - (B) To sell, let, mortgage dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.
  - (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
  - (D) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
  - (E) To invest the monies of the Society 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.

- (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.
- (G) To do all such other things as are incidental to the attainment of the above objects or any of them.

Provided that:

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Society 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 any object of the Society would make it a Trade Union.
- (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Society 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 Executive Committee of the Society 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 Executive Committee have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Executive Committee, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society 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 Society.

Provided that nothing herein shall prevent the payment, in good faithful, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Executive Committee of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Executive Committee, except repayment or 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 Society; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Board of Trade to the Society in pursuance of Section 19(1) of the Companies Act 1948 is subject.

7. The liability of the members is limited.

8. Every member of the Society undertakes to contribute to the assets of the Society 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 Society 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 Society 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 Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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**

JOHN EDWARDS GLOAG,  
3, The Mall  
East Sheen,  
London, S.W. 14

Author

HAROLD BRUCE ALLSOPP,  
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DEREK BUTTLE,  
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Cheadle Hulme, Cheshire.

University Teacher.

JOHN HUGH GORDON ARCHER,  
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Northenden, Manchester, 23.

Architect and University Lecturer.

FRANK ILLTYD JENKINS,  
7, Dixon Court,  
Old Rectory Gardens, Cheadle, Cheshire.  
Architect and University Lecturer.

JOHN BRANDON-JONES,  
2 Redington Road,  
London, N.W. 3.

DATED this 29th day of May, 1964.

WITNESS to the above Signatures:

S. CLAYTON BREAKELL,  
Solicitor,  
Manchester, 2.

**The Companies Act, 1948.**

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

**ARTICLES OF ASSOCIATION**

**OF**

**THE SOCIETY OF ARCHITECTURAL HISTORIANS  
OF GREAT BRITAIN**

**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:

**WORDS**

**MEANINGS**

The Act	The Companies Act 1948.
These presents	These Articles of Association, and the regulations of the Society from time to time in force.
The Society	The above named Company.
The Executive Committee	The Executive Committee for the time being of the Society.
The Office	The registered office of the Society.
The Seal	The common seal of the Society.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar Month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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 Society shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. (deleted 1982)

3. The provisions of section 110 of the Act shall be observed by the Society, and every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Society is established for the purposes expressed in the Memorandum of Association.

## **MEMBERSHIP**

5. The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Society.

6. (a) Any person interested in architectural history shall be eligible for membership of the Society in written application and on payment of the annual subscription appropriate to the class of membership as hereinafter provided. The Executive Committee shall have the right to refuse membership to an applicant without assigning any reason for such refusal. All subscriptions (other than Life Members' Subscriptions) shall be due and payable on the 1st day of January in each year.

(b) **CLASSES OF MEMBERSHIP:** There shall be seven classes of membership as follows: Honorary Patron, Life, Ordinary, Overseas, Student, Retired and Joint.

(c) **HONORARY PATRON MEMBERSHIP:** The Executive Committee shall have power to nominate as Honorary Patron Member any person or persons who in the opinion of the Executive Committee shall have rendered outstanding service to the Society or to the objects of the Society. Where such nominations are approved by the Annual General Meeting, the person or persons nominated shall thereafter pay no subscription but shall be entitled to all the rights and subject to all the obligations of ordinary membership of the Society.

(d) **LIFE MEMBERSHIP:** Payment of a Life Member's subscription in one sum shall entitle the member paying it to be a member of the Society for life subject in all other respects to the provisions of the Memorandum and Articles of Association for the time being in force.

(e) **ORDINARY MEMBERSHIP:** All persons resident in the United Kingdom shall be eligible to be Ordinary Members of the Society.

(f) **OVERSEAS MEMBERSHIP:** All persons resident outside the United Kingdom shall be eligible to be Overseas Members of the Society.

(g) **STUDENT MEMBERSHIP:** All *bona fide* students at places of learning recognised by the Executive Committee in Great Britain and Ireland shall be eligible to be Student Members of the Society on production of proof of student status.

(h) **RETIRED MEMBERSHIP:** All retired persons resident in Great Britain and Ireland shall be eligible for Retired Membership.

(i) **JOINT MEMBERSHIP:** Two persons living at the same address shall be eligible for joint membership of the Society. They shall each be entitled to all the rights and privileges of membership but shall receive only one copy of the journal and other mailings.

(j) **RIGHTS AND PRIVILEGES OF MEMBERS:** Save as hereinbefore expressly provided all members shall be entitled to all the rights and privileges and subject to all the obligations of membership of the Society. All Honorary Patron, Life, Ordinary, Overseas, Student and Retired Members may attend all General meetings of the Society and speak on any relevant question. Every member shall be entitled to receive a copy of all issues of the journal of the Society published during the period of his membership.

(k) **CESSATION OF MEMBERSHIP:** The Executive Committee may exclude from membership any member whose subscription is at any time more than one year in arrear. Any member who fails to pay the full amount of the subscription due by 30 June of the relevant subscription year will automatically have his or her rights of membership as defined by article 6j suspended. In such cases the Society will not be liable to refund any amounts paid, but the member's rights shall resume upon payment of the outstanding amount. (Amended Aug 1997)

(l) The Society may from time to time in General Meeting vary the rate of subscription payable by any class or classes of members.

## **OFFICERS**

7(a) The Officers of the Society shall be: The President, Chairman, Honorary Secretary, Honorary Treasurer, Honorary Editor of the Society's publications, Honorary Conference Secretary and Honorary Events Secretary. The President on ceasing to hold office pursuant to Article 36(a) shall be an ex-officio member of the Executive Committee and shall hold office as such subject to and in accordance with the provisions hereinafter contained.

(b) The Honorary Secretary to the Society shall record all the proceedings of all General Meetings and meetings of committees. The minutes of Annual General Meetings shall be presented for approval at the next following Annual General Meeting. Minutes of Extraordinary General meetings shall be presented at the next following General meeting. The minutes of meetings of the Executive Committee shall be presented for approval at the next following meeting of the Executive Committee.

(c) The Honorary Treasurer of the Society shall subject to the direction of the Executive Committee have charge of all business and financial affairs of the Society. He shall have charge of and be responsible for membership lists and records. He shall receive, collect and hold, subject to the order of the Executive Committee, all monies and securities belonging to the Society, deposit all monies in banks in the name of the Society as instructed by the Executive Committee, pay all bills duly approved by the Executive Committee, and keep a full account of all monies so received and expended, and retain all supporting documents. All cheques drawn on the Society's account shall be signed by the Honorary Treasurer and Honorary Secretary or by any two other authorised signatories as the Executive Committee may from time to time appoint.

(d) The Honorary Editor of the Society's publications shall subject to the direction of the Executive Committee be responsible for the selection of material submitted to him by the Editorial Committee and for all arrangements with contributors and printers.

8. The Executive Committee may from time to time elect any eminent person to be Patron of the Society. No person so elected shall be entitled to any of the rights and privileges or subject to any of the obligations or liabilities or membership of the Society.



## GENERAL MEETINGS

9. The Society 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 Executive Committee 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.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Executive Committee 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 132 of the Act.

12. 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 Society; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

13. 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 proceedings had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

14. 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 Executive Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

15. 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 seven members personally present shall be a quorum.

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 on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Committee may determine, 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 President or (in his absence) the Chairman shall preside as Chairman at every General Meeting. In the absence of both the President and the Chairman the chair shall be taken by the member of the Executive Committee then present whose surname is first in alphabetical order. If no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members present shall choose some member of the Society who shall be present to preside.

18. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

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 of the meeting or by at least three members present in person, or by a number of members present 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 Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of 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 hereinbefore and hereinafter provided, each member shall have one vote, which said vote shall be given or cast by him in person and not by proxy.

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 Society in respect of his membership shall be entitled to vote on any question at any General Meeting.

## **EXECUTIVE COMMITTEE**

26 (a) The Executive Committee shall consist of the President, Chairman, Honorary Secretary, Honorary Treasurer, Honorary Editor, Honorary Conference Secretary and Honorary Events Secretary for the time being, any Past President entitled to ex-officio membership of the Executive Committee as hereinbefore provided and not more than six members of the Society elected as hereinafter provided.

(b) The Executive Committee shall have power to co-opt additional members to the Executive Committee provided that the number of co-opted members serving at any time shall not exceed three. Every member so co-opted shall retire at the Annual General Meeting held after the date of his co-optation but shall be eligible for co-option immediately thereafter.

27. (deleted 1982)

28. If a casual vacancy shall occur among the officers (other than the Past President) or other members of the Executive Committee, then unless the officer so vacating office shall have been due to retire at the next Annual General Meeting under the provisions of these Articles the Executive Committee shall appoint any member of the Society to fill such casual vacancy and the member so appointed shall continue in office until the date when the officer or member vacating office whose place he shall have been elected to fill would have been due to retire under the provisions of these Articles. If the officer or member vacating office shall have been due to retire at the next Annual General meeting the Executive Committee may but need not fill such vacancy in the manner aforesaid.

29. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Executive Committee.

30. (deleted 1982)

## **POWERS OF THE EXECUTIVE COMMITTEE**

31. The business of the Society shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit, and may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting,

subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

32. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Committee shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these presents as the quorum for meetings of the Executive Committee, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

33. (deleted 1992)

#### **THE SEAL**

34. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of at least two members of the Executive Committee and of the Honorary Secretary, and the said members and Honorary 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 Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

35. The office of a member of the Executive Committee (together with his office, if any, as an officer) 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 Society.
- (D) If by notice in writing to the Society 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.

#### **ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

36 (a) Subject and without prejudice to the provisions of Article 35 hereof the President shall hold office as such until the close of the second Annual General meeting following his appointment but shall be eligible for re-election.

(b) Subject as aforesaid the Past President shall hold office as such for as long as, but only as long as he is the immediate Past President.

(c) Subject as aforesaid the Chairman shall hold office until the close of the Annual General meeting next following his appointment or until his successor shall have been appointed whichever shall be the later and shall be eligible for re-election until the close of the third Annual General Meeting following his first appointment and shall not then be eligible for immediate re-election.

(d) Subject as aforesaid the Honorary Secretary, Honorary Treasurer, Honorary Editor, Honorary Conference Secretary and Honorary Events Secretary shall hold office until the close of the Annual General Meeting next following their appointment or until their respective successors shall have been appointed whichever shall be the later but shall be eligible for re-election.

37 (a) At each Annual General Meeting two members of the Executive Committee (not being officers) shall retire or such smaller number as will together with any subsisting vacancy or vacancies occurring since the last Annual General meeting make up the number of vacancies to two. Each member so retiring shall not be eligible for re-election.

(b) (deleted 1982)

(c) The members to retire under this Article at any Annual General Meeting held after the third such meeting shall (subject to the provisions of Article 28 hereof) be those who shall have served longest since being elected or last re-elected. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot.

38. The places of officers or members of the Executive Committee retiring at an Annual General Meeting shall be filled by elections made at such Meeting. The voting for any election of an officer or other member of the Executive Committee shall be by secret ballot and immediately before such ballot the meeting shall by show of hands appoint three tellers for such purpose.

39. No person not being an officer or a member of the Executive Committee retiring at the meeting shall, unless recommended by the Executive Committee for election, be eligible for election as an officer or a member of the Executive Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Honorary Secretary notice in writing, by two members duly qualified to be present and vote at the meeting for which such notice is given, of their 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 seven nor more than fifty-six intervening days.

40. The Society may from time to time in General Meeting increase or reduce the number of members of the Executive Committee and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

41. In addition and without prejudice to the provisions of section 184 of the Act, the Society may by Extraordinary Resolution remove any officer or other members of the Executive Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF THE EXECUTIVE COMMITTEE

42. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.

43. The President or the Chairman or any three members of the Executive Committee may, and on their request the Honorary Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the several members of the Executive Committee. A member of the Executive Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

44. The Chairman of the Society shall be entitled to preside at all meetings of the Executive Committee at which he shall be present, but if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Chair shall be taken by a person elected by the members of the Executive Committee then present.

45. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Executive Committee generally.

46 (a) The Executive Committee may delegate any of their powers to such committee or committees consisting of such member or members of the Executive Committee or such other member or members as the Executive Committee shall think fit, and any committee or committees so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.

(b) Subject as is provided in Article 46(a) the proceedings of all Committees and sub-Committees of the Executive Committee shall be subject to the approval of the Executive Committee.

(c) The Honorary Secretary for the time being of the Society shall be an ex-officio member of every Committee and Sub-committee of the Executive Committee. In addition, every such Committee and/or Sub-committee shall number among its members either the President or the Chairman for the time being of the Society.

47. All acts *bona fide* done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as a member of the Executive Committee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee.

48. The Executive Committee shall cause proper minutes to be made of the proceedings of all meetings of the Society and of the Executive Committee and of committees of the Executive Committee, 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 in accordance with the provisions of Article 7(b) hereof, 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 Executive Committee or of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted.

## ACCOUNTS

50. The Executive Committee shall cause proper books of account to be kept with respect to:

- (A) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Society;  
and
- (C) the assets and liabilities of the Society.

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 affairs of the Society 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 Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee.

52. The Executive Committee 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 Society or any of them shall be open to the inspection of members not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Executive Committee or any the Society in general meeting.

53. At the Annual General Meeting in every year the Executive Committee shall lay before the Society a proper income and expenditure account for the year ending on the 31st day of December immediately preceding the date of such meeting (or on such other date as the Society in General Meeting may from time to time determine), 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 Executive Committee 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(I)(c) of the Act, 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 as required by section 162 of the Act.

## **AUDIT**

54. Once at least in every year the accounts of the Society shall be examined by a suitably qualified Auditor

55. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Executive Committee being treated as the Directors mentioned in those sections.

## **NOTICES**

56. A notice may be served by the Society 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 Society 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 Society.

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.

## **DISSOLUTION**

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

## **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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DATED this 29th day of May, 1964.

WITNESS to the above Signatures:

S. CLAYTON BREAKELL,  
Solicitor,  
Manchester, 2.