

COMPANIES ACTS, 1963 to 2009



4556622

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

-AND-

ARTICLES OF ASSOCIATION

-of-

THE NATIONAL FEDERATION OF ARCH CLUBS

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COMPANIES REGISTRATION OF		

C. R. O.
15 JUN 2011

COMPANIES ACTS, 1963 to 2009

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

MEMORANDUM OF ASSOCIATION

-of-

THE NATIONAL FEDERATION OF ARCH CLUBS

1. The name of the Company (hereinafter called "the Association") is 'The National Federation of Arch Clubs'.
2. The main objects for which the Association is established are:
 - 2.1 The provision of recreational opportunities for those with special needs;
 - 2.2 The promotion of social clubs to serve the needs of those with special needs (which in this Memorandum and the Articles of Association are referred to as Arch Clubs);
 - 2.3 The co-ordination and development of the work of such clubs;
 - 2.4 The establishment of facilities for recruitment and the training of leaders and helpers in ARCH Clubs;
 - 2.5 To bring club leaders together to share their knowledge, experience and resources;
 - 2.6 To solicit, collect, raise, receive, inherit or otherwise acquire funds and donations of every description whether in money or in kind for the purposes of or in connection with any of the objects of the Association;
 - 2.7 To organise and/or assist in organising any schemes or campaigns in furtherance of the objects of the Association and to advertise, print, publish or otherwise promote the undertakings and activities of the Association;

- 2.8 To make known the needs of those with special needs and in particular publicise the value of ARCH Clubs in helping to meet their social and recreational needs;
 - 2.9 To carry out research in all or any of the foregoing fields;
 - 2.10 To do all such other lawful things as are incidental or conducive to the attainment of the above objects provided that the Company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or other any regulation, or restriction, which, if an object of the Company would make it a trade union.
3. In furtherance of the main objects of the Company to do all, or any, of the following things:-
- 3.1 To take over, purchase, lease, exchange, hire or otherwise acquire any real, leasehold or personal property and to sell, lease, mortgage, exchange, dispose of or otherwise deal with any real, leasehold or personal property;
 - 3.2 To receive grants, donations, contributions, subscriptions and generally to manage, invest and expend all properties and money belonging to the Association;
 - 3.3. To act as trustees of any property real or personal for any purposes that seem conducive to the furtherance of the main objects of the Association;
 - 3.4 To borrow and raise monies in such manner, and on such terms and conditions as the Association may think fit and to give security for same;
 - 3.5 To regulate the membership and operation of Arch Clubs and to levy subscriptions in relation to the membership of the Arch Clubs and, in general, to formulate policy and make direction, from time to time, in relation to the operation of the Arch Clubs;
 - 3.6 Subject to the provisions of clause 4 of this memorandum to remunerate any person, firm or company rendering services to the Association, either by cash payment, or otherwise, as may be thought expedient;
 - 3.7 To do all, or any, of the above things as principals, agents contractors, trustees, or otherwise, and by or through

trustees, agents, or otherwise and either alone or in conjunction with others.

4. The income and property of the Association howsoever 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 five per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Council of Management or Governing Body of the Association or any Committee appointed thereby shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that 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 or Committee, 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 provisions last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body or any such Committee appointed thereby 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 the objects of the Association such that there would be non-compliance with the requirements of Section 24(1) (a) and (b) of the Companies Act 1963, as provided for in the provisions of this Memorandum of Association for the time being in force, unless the same shall have been previously submitted and approved by the Registrar of Companies provided that any such addition, alteration or amendment to clauses 4 and 8 of the Memorandum of Association shall not be made without the prior approval of the Revenue Commissioners.
 6. The liability of the members is limited.
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7. 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 €6.35.
8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 3 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 provision, then to some charitable object.

WE, the several persons whose names, addresses and descriptions are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Terence G. Shannon, 12 Albert College Crescent, Dublin - Office
Manager.

Bernadette Tipper, 10 Ailesbury Lawn, Dundrum, Dublin 14 -
Housewife.

Lionel F. Boucher, 6 Limekiln Close, Dublin 12 - Service Engineer.

Michael Roe, "San Antonia" Woodside, Sandyford, Co. Dublin -
Sculptor.

Bernard J. Fitzpatrick, 5 Acorn Drive, Wyckham Park, Dundrum, Dublin
16 - Jeweller.

Eamonn A. Nolan, 24 Greentrees Road, Dublin 12— Production
Manager.

Terence Byrne, 115 Tymon Crescent, Old Bawn, Tallaght - Carpenter.

Dated the day of

Witness to the above signatures

Margaret Shannon,
12 Albert College Crescent,
Dublin 9
Housewife

COMPANIES ACTS, 1963 to 2009

**COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION

-of-

THE NATIONAL FEDERATION OF ARCH CLUBS

1. In these articles:

TABLE A: THE REGULATIONS IN PART II OF TABLE A IN THE FIRST SCHEDULE TO THE ACT (AS AMENDED BY THE ACTS) WILL APPLY TO THE COMPANY SUBJECT TO THE ALTERATIONS HEREIN CONTAINED AND WILL, SO FAR AS NOT INCONSISTENT WITH THESE PRESENTS, BIND THE COMPANY AND THE SHAREHOLDERS.

DEFINITIONS: IN THESE ARTICLES, UNLESS THE CONTEXT OTHERWISE REQUIRES:

“the 1983 Act” means the Companies (Amendment) Act, 1983;

“the 1990 Act” means the Companies Act, 1990;

“the Acts” means the Companies Acts, 1963 to 2009;

“the Association” means The National Federation of Arch Clubs;

“the Auditors” means the auditors or auditor for the time being of the Association;

"Ireland" means Ireland excluding Northern Ireland and all references in Table A to "the State" will be construed as meaning references to Ireland;
and

"Table A" means Table A in the First Schedule to the Companies Act 1963.

- 1.1 All references in Table A to the Companies Acts, 1963 to 1983 will be construed as references to the Acts.
- 1.2 Unless the contrary is clearly stated, reference to any section of any of the Acts is to such section as same may be amended, extended or re-enacted (whether before or after the date hereof) from time to time.
- 1.3 Reference to any legislation or document includes that legislation or document as amended or supplemented from time to time.
- 1.4 Unless the context otherwise requires, words importing the singular include the plural and vice versa, words importing the masculine include the feminine, and words importing persons include corporations.
- 1.5 Headings are inserted for convenience only and do not affect the construction of these articles.

MEMBERS

- 2a. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be the members of the Association.
- 2b. The members of the Association shall consist of the members of the Council.
- 2c. The Council may at any time decide whether or not to admit to membership or terminate the membership of any person without being required to give any reason for such decision.

GENERAL MEETINGS

3. All general meetings of the Association shall be held in Ireland.
4. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than

15 months shall elapse between the date of one annual general meeting of the Association and that of the next year.

5. Any general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The Council may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

7. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of Association entitled to receive such notices from the Association.
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, the election of members of the Council in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the Auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 4 members present in person or by proxy shall be a quorum.
11. If within half an hour from the time appointed for the 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 to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

12. The Chairman, if any, of the Council shall preside as Chairman at every general meeting of the Association, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council shall elect one of their number to be Chairman of the meeting.
13. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save aforesaid, it shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.
14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a. by the Chairman; or
 - b. by at least three members present in person or by proxy; or
 - c. by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

15. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

16. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
17. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken at such time as the Chairman of the meeting directs, and any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

18. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
19. Every member shall have one vote
20. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
21. Votes may be given either personally or by proxy.
22. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised.
23. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place in Ireland as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 48

hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

24. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit

I/WE

of

in the County of _____ being a
member/members of the above named Association hereby appoint

of
or failing him

of
as my/our proxy to vote for me/us on my/our behalf at the (annual or
extraordinary, as the case may be) general meeting of the Association
to be held on the day _____ of _____ 20____ and at any
adjournment thereof.
Signed this day _____ of _____ 20____

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

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. 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, if not intimation in writing of such death, insanity or revocation as aforesaid is received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE COUNCIL

- 27a. The names of the first members of the Council shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
- 27b. The Council shall be deemed to be the Board of Directors for the purposes of the Companies Acts 1963 - 2009.

- 27c. The Council shall consist of not less than 7 members.

BORROWING POWER

28. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof.
29. The Council shall be entitled to request any existing member of the Association who has ceased to be actively involved in the Association to tender his or her retirement from membership of the Association. Such a request shall be in writing and sent by Registered Post to the last known address of such member together with a Form of Retirement for signature and a stamped addressed envelope. If no response is received to this request within 8 weeks of the date of posting such member shall be deemed to have retired and his or her name shall be deleted from the Register of Members.

DISQUALIFICATION OF MEMBERS FROM THE COUNCIL OF MANAGEMENT

30. The office of member of Council shall be vacated if the member of Council:
- a. holds any other office or place of profit under the Association; or
 - b. is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his Creditors generally; or
 - c. becomes prohibited from being a Member of Council by reason of any order made under Section 184 of the Act; or
 - d. becomes of unsound mind; or
 - e. resigns his office by notice in writing to the Association; or
 - f. is convicted of an indictable offence unless the Council otherwise determines; or
 - g. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 194 of the Act.
 - h. If his membership is terminated pursuant to Article 2(c)

VOTING ON CONTRACTS

31. A Member of Council may not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so his vote shall not be counted.

ROTATION OF THE MEMBERS OF THE COUNCIL OF MANAGEMENT

- 32a. The Council elected at the annual general meeting for 1984 together with such additional members as shall be elected at the annual general meeting for 1985 shall remain in office until the annual general meeting to be held in 1988 whereupon the following provisions shall apply subject to the provisions of Article 32(c).
- 32b. At the annual general meeting for 1988 and at the annual general meeting in every subsequent year one third of the members of Council for the time being, or, if their number is not 3 or a multiple of 3 then the number nearest one third shall retire from office.
33. The Members of the Council to retire in every year shall be those who have been longest in office since the last election, but as between persons who become Members of Council on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by a lot.
34. A retiring Member of Council shall be eligible for re-election.
35. The Association, at the meeting at which a Member of Council retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Member of 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 Council has been put to the meeting and lost.
36. No person other than a member of Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to the office of Member of Council at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office 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 a person for election, and also notice in writing signed by that person of his willingness to be elected but subject, however, to the provisions of Article 2(c).
37. The Association may from time to time by ordinary resolution increase or reduce the number of Members of Council, and may also determine in what rotation the increased or reduced number is to go out of office.

38. The Council shall have power at any time, and from time to time, to appoint any person to be a Member of Council, either to fill a casual vacancy or as an addition to the existing Members of Council, but so that the total number of Members of Council shall not at any time exceed the number fixed in accordance with these articles. Any Member of Council so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.
39. The Association may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Member of Council before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Association and such Member of Council. Such removal shall be without prejudice to any claim such Member of Council may have for damages for breach of any contract of service between him and the Association,
40. The Association may by ordinary resolution appoint another person in place of a Member of Council removed from office under Article 39.

PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

41. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Member of Council may, and the Secretary on the requisition of a Member of Council shall, at any time summon a meeting of the Council. If the Council so resolves it shall not be necessary to give notice of a meeting of the Council to any member of Council who being resident in Ireland is for the time being absent from Ireland.
42. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be four.
43. The continuing Members of Council may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of the Council the continuing Members of the Council may act for the purpose of increasing the number of Members of Council to that number or of summoning a general meeting of the Association but for no other purpose.
44. The Members of Council may elect a Chairman of their meeting and determine the period for which he is to hold office; but if no such

Chairman is elected or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Members of Council present may choose one of their number to be Chairman of the meeting.

45. The Members of Council may delegate any of their powers (whether executive administrative or advisory) to Committees consisting of such member or members of the Association as they think fit and may appoint to any such Committee any other person or persons whether or not a member of the Council or a member of the Association. A Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council. The Council may in the Resolution constituting any such Committee or by any subsequent resolution designate the powers and functions to be exercised by such Committee and the manner in which the same are to be exercised and the duration of the membership and generally regulate the conduct of the affairs of such Committees.
46. A Committee may elect a Chairman of its meeting; if no such Chairman is elected or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
47. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.
48. All acts done by any meeting of the Council or of a Committee appointed by the Council or by any person acting as a Member of Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of Council,
49. A resolution in writing, signed by all the Members of Council for the time being entitled to receive notice of a meeting of the Council shall be as valid as if it had been passed at a meeting of the Council duly convened and held.
50. The Secretary to the Association shall be appointed by the Council for such term and at such remuneration and upon such defined conditions as they may think fit and any Secretary so appointed may be removed by them.
51. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Member of Council and the Secretary shall not be

satisfied by its being done by or to the same person acting both as a Member of Council and as, or in place of, the Secretary.

ALTERNATE DIRECTORS

52. Any council member may from time to time appoint any person currently serving as a Council Member or the secretary to be his alternate. The alternate will be entitled to attend and vote at any meeting of the directors at which the appointer is not personally present and, in the absence of the appointer, to exercise all the powers, rights, duties and authorities of the appointer as a director (other than the right to appoint an alternate hereunder), but will not be entitled to be remunerated otherwise than out of the fees of the appointer. Any appointment under this Article shall be effected by notice in writing given by the appointer to the Secretary. Any appointment so made may be revoked at any time by the appointer by notice in writing given by the appointer to the Secretary, and an alternate's appointment will ipso facto come to an end if for any reason the appointer ceases to be a director.
53. An alternate may exercise all the powers, rights, duties and authorities of the director appointing him (other than the right to appoint an alternate hereunder).
54. A person may act as an alternate for more than one director and while he is so acting will be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate will be in addition to his own vote. An alternate will be counted for the purpose of reckoning whether a quorum is present at any meeting attended by him at which he is entitled to vote, but where he is himself a director or is the alternate of more than one director he will only be counted once for such purpose.
Regulation 9 of Part II of Table A will not apply.

RESOLUTIONS OF THE COUNCIL AT ELECTRONIC COUNCIL MEETINGS

55. All or any of the members of the Council, can take part in a meeting of the Council by the use of conference telephone, video-conferencing or other telecommunications equipment designed to allow all persons participating to hear each other speak (an "Electronic Meeting").
56. A person taking part in this way will be counted as being present at the meeting, and an Electronic Meeting will be considered to be a meeting of the Council for the purpose of passing resolutions but not for doing any other act or thing which, under specific requirements of the Acts,

must be done at a meeting of the Council.

SEAL

57. The Seal shall be used only by the authority of the Council or of a Committee appointed by the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Member of Council and shall be countersigned by the Secretary or by a second Member of Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

58. The Council shall cause proper books of account to be kept relating to:
- a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes 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 Association's affairs and to explain its transactions.

59. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Council think fit, and shall at all reasonable times be open to the inspection of the Members of Council.
60. 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 Council and no Member (not being a member of Council) shall have any right of inspecting any account or book or document of the Council except as conferred by statute or authorised by the Council or by the Association in general meeting.
61. The Council shall from time to time in accordance with Section 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Association.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Association together with a copy of the Council's report and auditors' report shall, not less than 21 days before the date of the annual general meeting be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

64. A Notice may be given by the Association to any member either personally or by sending it by post to him to his registered address and in the case of any Executive Committee of a Club affiliated to the Association, notice may be given by posting same to the address of the Honorary Secretary for the time being of such Club. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the Notice and to have been effected in the case of a Notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
65. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- a) every member;
 - b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - c) the auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

66. Upon the winding up of the Association the provisions of Clause 8 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.