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The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Articles of Association

OF

BRITISH CONSULTANTS BUREAU

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto :—

“The Acts” means the Companies Acts 1948 to 1981 and the word “Act” related to a particular year refers to the Companies Act of that year.

“The Statutes” means the Acts and every other Act for the time being in force concerning companies and affecting the Bureau.

“These presents” means these Articles of Association, and the regulations of the Bureau from time to time in force.

“Month” means calendar month.

“The Bureau” means the British Consultants Bureau.

“The Office” means the registered office of the Bureau.

“The Council” means the Council of Management for the time being of the Bureau referred to in Article 21 and includes for



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the purposes of Articles 4, 6, 7, 8, 9, 13, 16, 17, 19, 20, 42, 46, 76 and 77 the Executive Committee referred to in Article 23 or a quorum of the Members thereof at a Council or (as the case may be) Executive Committee meeting.

"Secretary" includes any person appointed to perform the duties of the secretary of the Bureau whether temporarily or otherwise.

"The Seal" means the common seal of the Bureau.

"The United Kingdom" means Great Britain and Northern Ireland.

"In writing" and "written" include printing, lithography, photography and typewriting or partly one and partly another, and all other modes of representing or reproducing words in a visible form.

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

2. For the purpose of registration the number of members of the Bureau is declared to be unlimited.

3. The Bureau is established for the purposes expressed in the Memorandum of Association.

4. The subscribers to the Memorandum of Association shall be the first members and subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which persons shall from time to time be admitted to membership.

5. The Membership of the Bureau shall consist of two classes—Subscribing Members and Non-Subscribing Members.

6. Subscribing Members shall be such individuals and corporations as satisfy the Council that they fulfil the following conditions of eligibility for such membership and as are admitted to membership by the Council. The conditions of eligibility are—

- (A) he or it (or in the case of a person nominated as the representative of a firm or other unincorporated body pursuant to Article 8 such firm or other unincorporated body) provides consultancy services covering engineering, architecture, management, economics, research or provides such other form of services as may from time to time be approved by the Council;
- (B) he or it operates independently of any contracting or manufacturing interests; and
- (C) the principal place of business of such individual, corporation or firm or other unincorporated body is situate within and the central management and control is exercised within the United Kingdom.

7. Non-Subscribing Members shall consist of a representative of the Department of Trade and a representative of each of such other Government Departments as receive an invitation from the Council to join the Bureau as a Non-Subscribing Member and " accept the same and of such corporations bodies and organisations (or a representative of each of the same nominated under Article 8) of national or general importance as receive an invitation from the Council to join the Bureau as a Non-Subscribing Member and accept the same ".

8. No firm or other unincorporated association may as such become a member of the Bureau, but any firm or other unincorporated association qualified as set out in Articles 6 or 7 of these presents may nominate one of its partners or senior officers to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 9. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant and the firm or other unincorporated association.

9. A firm or other unincorporated association which has nominated as its representative one of its partners or senior officers as aforesaid may from time to time revoke the nomination of such Member and, subject to the consent of the Council of the Bureau, nominate another partner or senior officer in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to be a Member of the Bureau and to act and be entitled or recognised as a representative of such firm or other unincorporated association and any person nominated in his place shall if duly approved by the Council, be and become a Member of the Bureau and the representative of such firm or other unincorporated association in the place of the representative whose nomination has been revoked as aforesaid. All nominations and revocations mentioned in Article 8 and this Article shall be in writing signed on behalf of the firm or other unincorporated association.

10. A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 139 of the Act. Such representative shall have the right on behalf of the Member (and to the extent only to which the Member would if a person be entitled to do so) to attend meetings of the Bureau and vote thereat, and generally exercise all rights of Membership on behalf of the Member. A Member may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing.

11. Any director or employee of a corporation which is a Member (not being its representative nominated as aforesaid) or any partner in a firm or senior officer in an unincorporated association which shall have nominated a representative who has been admitted to membership or approved as hereinbefore (not being such representative) may attend any meeting of the Bureau without (unless he is a duly appointed proxy) any right of voting thereat, but the members present at any meeting may exclude any such person (unless duly appointed proxies) who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.

12. No person or corporation shall be admitted to membership of the Bureau unless an application for membership shall have been signed by him or it or on his or its behalf setting out such particulars as the council shall require and giving an undertaking to comply fully with the requirements of Article 19 of these presents.

13. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to Membership of the Bureau.

14. A Member may withdraw from the Bureau by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year, and on paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution which such member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay and thereupon such Member shall be deemed to have ceased to be a Member from the date of expiration of such financial year. In default of such notice being so given, the Member shall be liable to pay the subscription for the ensuing year as well as for the current year and any contribution which such Member shall have guaranteed to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay.

15. Upon the retirement of any Member by notice as stated in Article 14, the Member shall not be entitled under any conditions to any repayment of any subscription or contributions or any part thereof whether paid in respect of the current year or for a year or years in advance.

SUBSCRIPTIONS.

16. (A) Every new Member shall immediately upon his election pay his subscription for the then current year and no election shall become effective until such subscription shall have been paid.

(B) The Council may prescribe and may from time to time vary an entrance fee to be payable on admission to Subscribing Membership and may prescribe and from time to time vary an annual or other periodical subscription of such amount, calculated in such a manner and payable on such a date or dates as shall from time to time be fixed by the Council and approved by the members in General Meeting and any entrance fee or periodical subscription for the time being so prescribed shall be payable accordingly by every Subscribing Member: Provided that any annual or other periodical subscription payable in respect of the period down to the First Annual General Meeting shall not require to be approved by Members in General Meeting.

(C) As a condition attached to their membership Subscribing Members shall, unless specifically exempted by a resolution of the Council, agree in writing to continue (subject to Article 20) to pay the subscription aforesaid whether they remain members or not and in a manner to bind their estates and assets for a period of three years from the date of their election.

(D) Non-Subscribing Members shall not be called upon to pay any entrance fee or subscription.

17. If required for the purpose of ascertaining the amount of subscription payable, each Subscribing Member shall furnish to either the Bureau or the Bureau's auditors such details as the Council may deem necessary for his or its last accountancy year next preceding the current financial year of the Bureau. If such information and details are not so furnished the amount of the subscription payable shall be determined by the Council.

18. In the event of any Subscribing Member not paying his subscription after the same has become due, the Secretary shall make further application for payment of the same, and in the event of the subscription not being paid at the end of two months from such further application the Council may remove such Member's name from the Register of Members.

DUTIES OF MEMBERS.

19. Every Member of the Bureau shall be bound—

- (A) If a Subscribing Member to pay to the Bureau such entrance fee (if any) and such annual subscription as shall from time to time be fixed in accordance with these presents.

Provided always that the Council shall have the right to require that applicants or classes of applicants for Membership shall as a Condition attached to Membership, unless specifically exempted by a resolution of the Council, agree in writing to continue to pay the said subscriptions whether Members or not and in a manner to bind their estates and assets for a period of three years from the date of their admission but any such agreement shall be subject to the conditions of Articles 15 and 20 relating to the repayment of subscriptions and the release from liability for further subscriptions.

- (B) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Bureau for the time being in force.
- (C) To treat and to require his officers and employees (and in the case of a representative of a firm or other unincorporated association the partners and the officers and employees thereof) to treat all information, not yet the subject of common knowledge and not openly published elsewhere, obtained by reason of Membership as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Bureau without the written consent of the Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 20 to remove from the Bureau the Member concerned, but removal in such circumstances shall notwithstanding the provisions of Article 20 not release such Member from the liability to pay the full amount of the subscription or contribution which he shall have undertaken to pay.

CESSATION OF MEMBERSHIP.

20. (A) A Member shall cease to be a Member upon the happening of any of the following events :—

- (i) Upon giving to the Bureau notice in writing pursuant to Article 14.
- (ii) If (being a Subscribing Member) he fails to pay his subscription and the procedure laid down in Article 18 is applied.
- (iii) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (iv) If in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs.
- (v) If he shall cease to be qualified under these Articles.

(vi) If (being a corporation) it enters into liquidation for any purpose.

(B) Any Member may be removed from membership of the Bureau by a resolution of the Council passed by a majority of at least three-fourths of the Members of the Council present and voting at a Special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. A statement of the general nature of the grounds on which such resolution is proposed shall be sent to the Members whose removal is in question at least fourteen days before the meeting. The Members whose expulsion is under consideration shall be afforded a reasonable opportunity either at the meeting of the Council or in writing to be received by the Bureau prior to the date of such meeting of explaining the act, practice or conduct complained of. If a resolution of the Council is passed as aforesaid to expel the Member concerned such member shall forthwith cease to be a Member of the Bureau and (excepting always where the conduct for which expulsion has been decided upon consisted of or included a breach of the undertakings given by the member under Article 19 of these presents) the Bureau shall return to such Member the due proportion of his paid-up current subscription (if any) having regard to the unexpired period for which it has been paid and such Member shall be relieved of any liability (if any) for future subscriptions or contributions for which agreement to pay has been given pursuant to Article 19 of these presents. Provided that in the case of a member who has been appointed by the Bureau to be a Member of the Council, the Council shall not take action under this Article without previous consultation with the Bureau.

(c) Any member ceasing to be a Member of the Bureau shall not have any claim upon or interest in the funds of the Bureau but this Article shall be without prejudice to the rights of the Bureau to claim from him or his estate any arrears of subscription or other sums due from time to time to the Bureau at the time of his ceasing to be a Member.

THE COUNCIL.

21. The business of the Bureau shall be managed by a Council which may act through the Executive Committee of the Council referred to in Article 23 or any other Committee established under Article 39. For the purposes of the Statutes the members of the Council (sometimes in these Articles referred to as "Councillors") and no others shall be directors of the Bureau. The provisions of Section 185 of the 1948 Act shall not apply to any member of the Council.

22. The Council shall consist (i) of not more than fifteen individuals elected by Subscribing Members in accordance with Articles 24, 28 and 29 or appointed to fill a casual vacancy under Article 31 (A) (ii) of not more than seven representatives of the Non-Subscribing Members nominated in accordance with Article 25 and (iii) of not more than five co-opted individuals co-opted in accordance with Article 27. The minimum number of Councillors shall be nine. Only a British subject resident in the United Kingdom shall be qualified to be a Councillor.

Article 22
amended by
Special
Resolution
passed on
22 October 1987.

23. The Executive Committee of the Council shall consist (i) of the members of the Council elected under Articles 24, 28 and 29 or appointed to fill a casual vacancy under Article 31 (A) (ii) a representative of the Department of Trade (so long as it is a Non-Subscribing Member) ~~and a representative of the Association of Consulting Engineers (so long as it is a Non-Subscribing Member)~~ and (iii) the co-opted Members of the Council. Upon ceasing to be a member of the Council a person will simultaneously cease to be a member of the Executive Committee.

Article 23
amended by
Special
Resolution
passed on
3 November 1988

24. For the purpose of electing the Councillors to represent Subscribing Members, the Subscribing Members shall be divided by the Council into groups representing (a) consulting engineering (b) architecture and (c) professions of the Subscribing Members other than consulting engineering and architecture with liberty for the Council to divide the Subscribing Members into other groups as it may from time to time determine. The number of Councillors which each group will be entitled to elect shall be determined by the council having regard as far as possible to the proportion that the subscriptions payable by the Members of that group bears to the total subscription income of the Bureau, in respect of the latest completed financial year, subject to the condition that each of the three groups specified and such other groups as the Council shall from time to time determine shall be entitled to elect at least one Councillor; every Subscribing Member shall be entitled to one vote for every £10 of the annual subscription last paid by such Member.

25. Each Non-Subscribing Member shall be entitled to nominate one Councillor provided that (a) unless otherwise agreed by the Chairman of the Bureau such nominee shall be the individual who fills the office of President, Chairman or Secretary of the Non-Subscribing Member in question (or of the unincorporated body of which the Non-Subscribing Member is a representative under Article 8) and (b) if there are more than seven Non-Subscribing Members at any time only such Members shall be entitled to nominate a Councillor as are invited by the Council to do so. Any

such nominated Councillor may be removed from office by the Non-Subscribing Member which made the nomination. Every nomination or removal shall be in writing signed by the Non-Subscribing Member making the same and shall be delivered to the Office.

26. Each Councillor representing Non-Subscribing Members may appoint an Alternate Councillor, such appointment being subject to the approval of the Council. An Alternate Councillor shall only attend a Council Meeting when deputising for his appointor if the latter is unable to attend in person.

27. The Council shall have power to co-opt not more than five persons as Councillors at any one time of whom one shall be the representative of British Nationalised Industries Overseas Services so long as British Nationalised Industries Overseas Services shall be a member of the Bureau. In exercising the power of co-opting up to four additional persons the Council shall have regard either to the particular qualifications of the persons under consideration or to the desirability of ensuring that various interests represented in the membership of the Bureau are adequately represented on the Council. Members of the Council by virtue of Article 25 or of this Article shall not be entitled to vote for the purposes of the proceedings of the Council under this Article but shall withdraw from the same.

28. At the second Annual General Meeting and at each subsequent Annual General Meeting one-third of the elected Councillors shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Councillors to retire in every year shall be those who have been longest in office since their last election but as between persons who become Councillors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All Councillors so retiring shall be deemed to be eligible for re-election provided they have not served for a continuous period of seven years, after which they must stand down for at least one year. Vacancies in the Council arising by retirements under this Article shall be filled by elections held by ballot in accordance with Article 29.

29. (i) No less than eight weeks before the Annual General Meeting the Secretary shall send to each Subscribing Member of the Bureau entitled to vote in the election a list of the Council distinguishing the names of those retiring, and forms of nomination of Candidates to take the place of those Councillors retiring who were elected or deemed to have been elected by the group to which the Member belongs.

Article 28
amended by
Special Resolution
passed on
3rd November 1988

(ii) No person shall be eligible for election or re-election unless not later than five weeks before the date of the Annual General Meeting there shall have been given to the Secretary a nomination in writing of such person for election or re-election signed by not less than five members in the appropriate group entitled to vote on the ballot hereinafter mentioned " (provided that where a representative of a firm or other unincorporated association has been accepted as a member under Article 8 a partner of such member not being a partner of another signatory to the nomination shall be eligible to sign such nomination) " if duly authorised in the behalf by such members.

(iii) If no more candidates are nominated than there are vacancies to be filled those nominated shall at the Annual General Meeting be declared to be elected.

(iv) If sufficient candidates are not elected, the vacancies not filled may be filled as casual vacancies in accordance with Article 31.

(v) If more candidates are nominated than there are vacancies to be filled, such vacancies shall be filled by means of a ballot of the members of the appropriate group entitled to vote thereon, and ballot papers containing the names of the candidates and of their nominators shall be sent to every such Member who will be so entitled to vote with the notice convening the Annual General Meeting. The Member may mark an " X " against the name of each of the persons for whom he wishes to vote, but not exceeding the number of Members that his group is entitled to elect; and shall send the paper so marked in a sealed envelope to the Secretary so that it may be delivered not less than twenty-four hours before the Annual General Meeting. Any ballot paper bearing more than the prescribed number of names marked shall be void.

(vi) The Council shall appoint either the Auditors of the Bureau or two Members of the Bureau who are not on the list of nominations to act as Scrutineers, who shall on the morning of and prior to the Annual General Meeting open the ballot papers and count the votes; and the persons who receive the most votes in each group shall at the Annual General Meeting be declared duly elected. In the event of equality of votes the names of such persons as have an equal number of votes shall be submitted to a ballot of those members of the group in question who are present at the Annual General Meeting and election shall be determined accordingly; and only if there is again an equal number of votes shall the election be determined by the casting vote of the Chairman of the Meeting.

30. The office of a Member of the Council shall be vacated—

- (A) If he or (being a representative pursuant to Article 8) his firm becomes bankrupt or suspends payment of compounds or makes any arrangement with his or its creditors.
- (B) If (being a representative of a corporation) that corporation enters for any cause into liquidation.
- (C) If in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property of affairs.
- (D) If by notice in writing to the Council he resigns his office.
- (E) If he ceases to be a British subject or ceases to reside in the United Kingdom.
- (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (G) If he becomes prohibited from being a member of the Council by reason of any order made under Section 188 of the Act.

31. (A) Subject as aforesaid the Council shall be entitled to appoint a person as a Councillor to fill a casual vacancy in the elected Councillors, however caused. The person so appointed shall subject to Article 30, hold office until the Annual General Meeting next after his appointment, but he shall then be eligible for election and shall not be taken into account for the purposes of determining the number of Councillors to retire by rotation under Article 28.

(B) A co-opted Councillor shall retire from office at the close of the first Annual General Meeting after his co-option but shall be eligible for re-co-option immediately; or, if elected, he may be declared a Councillor at such meeting.

32. Subject to Article 34 no act or resolution of the Council or of the Executive Committee shall be invalidated by reason of the existence of any vacancy or vacancies among the Councillors.

33. The Bureau may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act remove any Member of the Council from office pursuant to Section 184 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement.

POWERS OF THE COUNCIL.

34. (A) The Council acting as the Council or through the Executive Committee or any Committee appointed under Article 39 may exercise all such powers of the Bureau and do on behalf of the Bureau all such acts as may be exercised and done by the Bureau and as are not by statute or by these presents required to be exercised or done by the Bureau 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 Bureau, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Bureau in General Meeting, but no regulation made by the Bureau in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

(B) The members for the time being of the Council or the Executive Committee 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 or the Executive Committee for the purpose of admitting persons to membership of the Bureau, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

(C) The Council may make and from time to time vary and repeal bye-laws for the regulation of all matters relating to the conduct of the affairs of the Bureau. Provided that no bye-laws shall have any validity or effect if it amounts to or involves such an alteration of or addition to these Articles as could only validly be made by special resolution.

PROCEEDINGS OF THE COUNCIL.

35. The Council may meet together and the Executive Committee 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, three shall be a quorum for a meeting of the Council or of the Executive Committee. The Council shall meet not less than twice a year, and one

meeting in every year shall be held immediately following the Annual General Meeting of the Bureau. The Executive Committee shall meet not less than four times a year.

36. The Council shall at the first meeting of the Council following the Annual General Meeting in each year elect (a) a Chairman from among the members of the Council elected under Articles 24, 28 and 29 or appointed to fill a casual vacancy under Article 31 (A) (the "elected members") and (b) up to two Vice-Chairmen from among the elected members or from among the members of the Council co-opted under Article 27; only the elected members shall be eligible to vote in any such election and so that members of the Council by virtue of Articles 25 or 27 shall withdraw from the proceedings of the Council under this Article. Each of the Chairman and the Vice-Chairmen shall hold office until their respective successors are elected but shall be eligible for re-election. The Chairman shall take the Chair at meetings of the Council and the Executive Committee. If no such Chairman is elected, or he should not be present at the commencement of any meeting the members of the Council or the Executive Committee as the case may be shall select a Chairman for the meeting from the Vice-Chairmen whom failing from those present at the meeting.

37. The Chairman or any three members of the council may at any time, and the Secretary upon the request of the Chairman or any three members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of three members the notice of meeting shall state the character of the business, and only business of which notice shall be given shall be discussed at that meeting. Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Councillors present at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council. The provisions of this Article shall apply (*mutatis mutandis*) to meetings of the Executive Committee.

38. A meeting of the Council or (as the case may be) the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Association for the time being vested in or exercisable by the Council.

39. The Council and Executive Committee may delegate any of their powers to committees and sub-committees consisting of such member or members of the Council or Executive Committee (as the case may be) as they think fit, and any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulation imposed on it by the Council or the Executive Committee as the case may be. The meetings and proceedings of any such committee or sub-committee shall be governed by the provisions of these presents for regulating 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 or the Executive Committee.

40. All acts done by any meeting of the Council or the Executive Committee or by any other committee or sub-committee or by any person acting as a member of the Council or Executive Committee shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, Executive Committee or other committee or sub-committee or person acting as aforesaid, or that they or any of them were disqualified to be a member of the Council the Executive Committee or of such other committee or sub-committee 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 Council or the Executive Committee or such other committee or sub-committee as the case may be.

41. A resolution, other than that for the removal of a Member from the Bureau, signed by all the members for the time being of the Council, the Executive Committee or of any other committee or sub-committee who are entitled to receive notice of a meeting of the Council or of the Executive Committee or any other committee or sub-committee and who are for the time being in the United Kingdom, shall be of equal force with a resolution duly passed at a meeting of the Council or of the Executive Committee or any other committee or sub-committee duly called and held.

MINUTES.

42. The Council shall cause minutes to be duly entered in books provided for the purpose—

- (A) of all appointments of officers;
- (B) of the names of the members of the Council present at each meeting of the Council, and of any Committee of the Council;

- (c) of all orders made by the Council and Committees of the Council;
- (d) of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

43. Any such minutes of any meeting of the Council or of any Committee, or of the Bureau, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

GENERAL MEETINGS.

44. The Bureau shall in each year hold a General Meeting at its Annual General Meeting in addition to any other General Meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Bureau and that of the next. Provided that so long as the Bureau holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

45. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.

46. The Council may, whenever it thinks 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 1948 Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two Members of the Bureau may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council, and to be held at a reasonable time and place.

47. An Annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Bureau other than an Annual General Meeting or a General Meeting for the passing of a Special Resolution shall be called by fourteen 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 case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Bureau in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Bureau.

Provided that a General Meeting of the Bureau shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed—

- (A) In the case of a General Meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (B) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the General Meeting, being a majority, together representing not less than ninety-five per cent, of the total voting rights at that General Meeting of all the Members entitled to attend and vote thereat.

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

PROCEEDINGS AT GENERAL MEETINGS.

49. The business of an Annual General Meeting shall be—

- (A) To receive and consider the income and expenditure account, and balance sheet and the reports of the Council and the Auditors.
- (B) To declare the election of members of the Council in the place of those retiring.
- (C) To appoint an Auditor or Auditors and fix his or their remuneration.
- (D) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

50. Every meeting of the Bureau shall be presided over by the Chairman of the Council. In his absence the meeting shall elect a Chairman from the members of the Council then present or if none be present from the Members of the Bureau or their representatives.

51. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, four Subscribing Members or (in the case of corporations) their representatives present in person shall be a quorum. For the purposes of these presents a Member being a Corporation present by its representative shall be deemed to be present in person.

52. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Subscribing Members who are present shall be a quorum and may transact the business for which the meeting was called.

53. Every question submitted to a Meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll having a casting vote in addition to the vote to which he may be entitled as a Member. Every Member present in person or being a corporation by representative, whether a Subscribing or a Non-Subscribing Member, shall be entitled on a show of hands to one vote. On a poll only Subscribing Members shall be entitled to a vote and each Subscribing Member shall be entitled to one vote together with one additional vote for every full £10 of the annual subscription last paid by such Member.

54. No Subscribing Member shall be entitled to vote if his subscription is in arrear for the space of two months.

55. 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 Subscribing Members present in person or by proxy; or

- (c) By any Subscribing Member or Subscribing Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Subscribing Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of proceedings of the Bureau 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.

56. Except as provided in Article 64 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.

57. On a poll votes may be given either personally or by proxy.

58. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member of the Bureau or a representative appointed under Article 10 of a Member or such person as may attend a meeting in accordance with Article 11.

59. The instrument appointing a proxy and (if the Council so requires) the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

BRITISH CONSULTANTS BUREAU

I, _____,
of _____,
in the County of _____,
being a Member of the above-named Bureau, hereby appoint

of _____,
or 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 Bureau to be held on the _____ day of
_____ 19____ and at any adjournment thereof.

Signed this _____ day of _____ 19____.

This form is to be used *in favour of the resolution. Unless
against
otherwise instructed the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

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

62. 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 such death, insanity or revocation as aforesaid shall have been received by the Bureau at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

63. 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. If 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 but save as aforesaid it

shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

64. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

ACCOUNTS.

65. The Council shall in accordance with the requirement of the Statutes cause proper books of account to be kept with respect to—

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

66. The books of account shall be kept at the office or subject to the requirements of the Statutes at such place or places as the Council think fit, and shall at all times be open to inspection by members of the Council.

67. The Council may from time to time determine at what times and place and under what conditions or regulations the accounts and books of the Bureau or any of them shall be open to the inspection of the Members of the Bureau.

68. The Council shall from time to time in accordance with the requirements of the Statutes cause to be prepared and to be laid before the Bureau in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

69. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Bureau in General Meeting, together with copies of the Report of the Council and the Auditors Report, shall not less than twenty-one days before the date of the meeting be sent to every Member. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Bureau is not aware.

AUDIT.

70. Once at least in every year the accounts of the Bureau 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.

71. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

72. The balance sheet shall be signed on behalf of the Council by two members of the Council and the Auditors Report shall be attached to the balance sheet, and the report shall be read before the Bureau in General Meeting and shall be open to inspection by any Member.

NOTICES.

73. A notice may be given by the Bureau to any Member either personally or by sending it by post to him at his registered address, or at the address, if any, supplied by him to the Bureau for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice. Provided that in the case of a notice of a General Meeting service of the notice shall be deemed to have been effected at the expiration of 24 hours after the letter is put into the post as a pre-paid letter.

74. The signature to any notice to be given by the Bureau may be written or printed.

75. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member.

76. Every notice or application to the Council or the Secretary of the Bureau except where otherwise specifically provided shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, except Saturday, or be forwarded to him at such office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY.

77. Every member of the Council, Secretary and other officer or servant of the Bureau shall be indemnified by the Bureau against, and it shall be the duty of the Council out of funds of the Bureau to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

WINDING UP.

78. The provisions of Clause 9 of the Memorandum of the Bureau relating to the winding up and dissolution of the Bureau shall have the same validity and effect as if they were repeated in these presents.

79. The Council may from time to time appoint and remove any person as President of the Bureau. The President shall not be a Councillor unless he shall have been so elected, nominated or co-opted pursuant to Articles 24, 25 or 27. Notwithstanding anything to the contrary in these presents the President may if he so wishes preside at General Meetings of the Bureau and at meetings of the Council.