

MEMORANDUM AND ARTICLES OF ASSOCIATION
of
BRIGHTON & HOVE PHILHARMONIC SOCIETY LTD
dated 9th December 1941

(Company limited by guarantee and not having a share capital)

As revised by Special Resolutions passed

(a) on the 27th June 1945	Paragraph	3 (D) 3 (P) 3 (U)		
	Article	43		
(b) on the 17th March 1954	Clauses	14 16 29 31 33 39 40 42 52		
		(c) on the 26th September 1989	Paragraph	1
		(d) on the 6th September 1991	Articles	1 2 3 5 6 10 11 13 14 16 18 21 27 29 31 32 42 46 47 52 63 64

(e) on the 25th October 1998	Article	29
(f) on the 10th October 1999	Articles	21
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THE COMPANIES ACT, 1929

COMPANY LIMITED by GUARANTEE
and not
HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION
of
BRIGHTON & HOVE PHILHARMONIC SOCIETY LTD

1. The name of the Society is 'BRIGHTON & HOVE PHILHARMONIC SOCIETY LIMITED.'
2. The registered office of the Society shall be situate in England.
3. The Objects for which the Society is established are:-
 - (A) TO promote and assist the study, practice, knowledge and appreciation of music, and generally to advance the cause of music.
 - (B) TO take over the effects and liabilities of the present unincorporated Society known as The Brighton Society of Symphonic Players.
 - (C) TO give instrumental and vocal concerts and recitals of artistic value.
 - (D) TO establish and support and aid in the establishment and support of Societies, Associations and Trusts calculated to benefit employees or ex-employees of the Society or their dependents and to grant pensions and allowances and to make payments towards insurances and to subscribe or guarantee money for any charitable Objects.
 - (E) TO establish and grant and keep on foot scholarships to students of the art of music and to make grants to students and persons to whom such scholarships are granted to enable them to take up and continue their studies in the art of music.
 - (F) TO purchase, rent, hire, or otherwise acquire for the purposes of the Society any real or personal property, and in particular offices, halls and other places of meeting, furniture, fittings, apparatus and musical instruments, and to form libraries of books and music for the use of the Society and its members or members of the public.
 - (G) TO sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any of the property both real and personal of the Society.
 - (H) TO establish and administer and keep on foot an Establishment Fund in connection with the Society's objects.

- (I) TO enter into any arrangement for union of interests, co-operation or otherwise with any person, society, or association of persons (whether incorporated or not) carrying on or engaged in or about to carry on or engage in any activities which the Society are authorised to carry on or engage in.
- (J) TO take or otherwise acquire and hold shares in any Company having objects altogether or in part similar to the objects of the Society.
- (K) TO enter into any arrangements with any authorities, municipal, local or otherwise, that may seem conducive to the Society's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Society may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (L) TO invest and deal with the moneys of the Society not immediately required in such manner as may from time to time be determined.
- (M) TO borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage or charge of all or any part of the property of the Society.
- (N) TO engage and remunerate musicians, artistes and other persons for the purposes of the Society.
- (O) TO draw, make, accept, indorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.
- (P) TO undertake and execute any trusts of a charitable nature the undertaking whereof may seem desirable for the benefit of the Society.
- (Q) TO do all other cognate and lawful things as are incidental to the attainment of the above objects.
- (R) PROVIDED that the Society shall not support with its funds any object or endeavour to impose on or to procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a trade union.
- (S) AND provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board 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 in case the Society shall take or hold any property which may be subject to any Trusts, the Society shall only deal with the same in such manner as allowed by law having regard to such Trusts.
- (T) 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.

(U) PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the society or to any member thereof or other person in return for any services actually rendered to the Society nor be deemed to exclude any member of the Society or his or her dependants from the benefit of any grant made in furtherance of any of the objects of the Society, 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 to the Society; but so that no member of the Committee of Management or governing body 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 such Committee or governing body except fees for services rendered by such member to the Society as Conductor of any orchestra and 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 Society. Provided that the provision last aforesaid shall not apply to any payment to any Railway, Gas, Electric, Lighting, Water, Cable or Telephone Company of which a member of the Committee of Management or governing body may be a member or any other Company 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 such payment.

4. The Liability of the Members is Limited.
5. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two guineas.
6. 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 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 amongst 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 or in default thereof by such Judge or the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
7. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

We the several persons whose Names and Addresses are subscribed, are desirous of being formed into a Company in pursuance of the Memorandum of Association.

NAMES, ADDRESSES and DESCRIPTIONS of SUBSCRIBERS

MOLLY PALEY
26 Salisbury Road
Hove
Musician

GORDON CHASTEY HECTOR
29 Bishops Road
Hove
Chartered Accountant

JOHN THOMAS PIDGLEY
4 Brunswick Square
Hove
Journalist

MAURICE WILLIAM INMAN
76 High Street
Lewes
Timber Merchant

BERNARD FRANK BAKER
Cleeve
The Green
Southwick
Sussex
Solicitor

CHARLES WEBSTER REDE GELL-WOOLLEY
Antye Farme
Wivelsfield
Sussex
Solicitor

CHARLES SMITH
47 Old Steyne
Brighton
Solicitor

DATED the 9th day of December 1941

WITNESS to the above Signatures:-

W. L. TROWER
62 Old Steine
Brighton
Solicitor

THE COMPANIES ACT. 1985

COMPANY LIMITED by GUARANTEE
and not
HAVING A SHARE CAPITAL.

ARTICLES OF ASSOCIATION
of
BRIGHTON & HOVE PHILHARMONIC SOCIETY LTD

PRELIMINARY

1. In these Articles the Act means the Companies Act, 1985. When any provision of the Act is referred to the reference is to such provision as modified by any statute for the time being in force. Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date of which these regulations become binding on the Society, shall have the meanings so defined.

MEMBERS

2. The subscribers to the Memorandum of Association of the Society and such other persons as shall be admitted to membership in accordance with these Articles and none others shall be members of the Society and shall be entered in the Register of members accordingly and shall be known as Ordinary members.
3. For the purpose of registration the number of members of the Society is to be taken to be Two hundred and fifty but the Board of Management may from time to time register an increase of members.
4. No person shall be admitted for membership unless and until he shall have signed an application for membership in such form as the Board of Management may require.
5. The Ordinary members of the Society shall be the subscribers to the Memorandum of Association of the Society and such other persons who may be elected by the Board of Management.
- 6 (a) If any Ordinary member shall fail in the observance of these Articles or of any regulations of the Board of Management made under any powers vested in them or for any other sufficient reason he shall be liable to expulsion by a resolution of the Board of Management, provided that at least one week before the meeting at which that resolution is passed he shall have been given notice of that meeting and of the intended resolution for his expulsion and that he shall at the meeting and before the passing of the resolution have had an opportunity of giving either orally or in writing any explanation or defence he thinks fit. A member expelled under this Article shall forfeit all right in and claim upon the Society and its property in his capacity as a member but shall remain

liable to pay to the Society all moneys due from him at the date of his expulsion. On such resolution being passed the name of such member shall be removed from the Register of members and he shall thereupon cease to be a member PROVIDED that such member shall have the right to appeal against the decision made.

- 6 (b) Any member may withdraw from the Society by giving one month's notice in writing to the Society of his intention so to do, and upon the expiration of such notice he shall cease to be a member.

GENERAL MEETINGS

7. The first General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Society and at such place as the Board of Management may determine.
8. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Board of Management. In default of a General Meeting being so held, a General Meeting shall be held in the month next following such fifteen months, and may be convened by any two ordinary members of the Society in the same manner as nearly as possible as that in which meetings are to be convened by the Board of Management.
9. The above-mentioned General Meetings shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.
10. The Board of Management 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 368 of the Act.
11. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served and the day for which it is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in General Meeting, to the Ordinary members and officers of the Society entitled to receive such notices but with the consent of all the above persons entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
12. The accidental omission to give notice of a meeting to, or in the non-receipt of notice of a meeting by, any ordinary member of the Society shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary meeting, with the exception of the consideration of the accounts, Balance Sheets, and the ordinary Report of the Board of Management and Auditors, the election of the Board of Management in the place of those retiring by

rotation, the election of the Honorary Officers and Officers of the Society when due to retire and the fixing of the remuneration of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum of ordinary members of the Society is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty Ordinary members or one fortieth of the Ordinary membership (whichever is the greater), personally present shall be a quorum.
15. 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 ordinary 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the ordinary members present shall be a quorum.
16. The Chairman of the Board of Management shall preside as Chairman at every General Meeting but if he shall have intimated that he will not be present at any meeting, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or if he is unwilling to preside, the Ordinary members present shall choose some other of their number to preside; and for the avoidance of doubt, the Chairman of the Annual General Meeting shall be the Chairman of the Board of Management in office at the start of the meeting, unless an alternative Chairman of the meeting has been chosen by the Ordinary Members present, as provided above.
17. 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 ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. 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 by at least 10% of the Ordinary members present in person or by proxy entitled to vote and 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 of the proceedings 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.
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.
20. In the case of 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.
21. No poll shall be demanded on the election of a chairman or on a question of adjournment. A poll demanded on any other question shall be taken at such time as the

Chairman of the meeting directs.

VOTES OF ORDINARY MEMBERS

- 22. Every ordinary member shall have one vote.
- 23. No ordinary member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid. Provided that this Clause does not refer to the Guarantee mentioned in the Memorandum of Association of the Society unless the members of the Society shall have been called upon thereunder and the amount of his contribution has not been paid.
- 24. On a poll votes may be given either personally or by proxy.
- 25. 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 the seal, or under the hand of any officer or attorney so authorised. A proxy need not be a member of the Society.
- 26. 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 Registered Office of the Society not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 27. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form or a form as near thereto as circumstances allow:-

BRIGHTON & HOVE PHILHARMONIC SOCIETY LTD

I/We
of
, being a member/members of the above named Society hereby
appoint the Chairman of the Society/
of
or failing him/her
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 Society to be held on 19
and at any adjournment thereof.

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

** strike out whichever is not desired.*

SIGNED on 19

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. The Honorary Officers of the Society shall consist of the President and not more than 6 Vice Presidents.
30. The Officers of the Society shall consist of the Music Director and the Secretary.
31. It shall not be necessary for the Honorary Officers or Officers of the Society to be members of the Society but they shall not be members of the Board of Management.
32. The President, Vice-Presidents and Secretary shall be elected annually at a General Meeting of the Society.
33. The Music Director shall hold office for three years but shall be eligible for re-election. He shall be elected by the Society in General Meeting and may be removed at any time by an Extraordinary resolution of the Society.
34. The Secretary shall be elected annually at a General Meeting of the Society.
35. In the event of a vacancy occurring in the office of Music Director, Treasurer or Secretary, between two ordinary General Meetings of the Society, the Board of Management may appoint a person to fill the vacancy until the next ordinary General Meeting.

POWERS AND DUTIES of the BOARD OF MANAGEMENT
and the OFFICERS of the SOCIETY

36. Subject to Article 49 there shall be a Board of Management which shall consist of NINE members elected in accordance with Article 47.
37. The business of the Society shall be managed by the Board of Management who may pay all expenses incurred in getting up and registering the Society and may exercise all such powers of the Society as are not, by the Act, or by these Articles, required to be exercised by the Society in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Act, 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 Board of Management which would have been valid if that regulation had not been made.
38. The Board of Management shall cause Minutes to be made in books provided for the purpose -
 - (a) of all appointments of officers made by the Board of Management.
 - (b) of all the names of the members of the Board of Management present at each meeting of the Board of Management and of any sub-Committee thereof.
 - (c) of all resolutions and proceedings at all Meetings of the Society and of the Board

of Management and of any sub-Committees thereof.

39. (Deleted in March 1954).
40. The Board of Management shall have power from time to time to make, and vary when made, rules for the Association with the Society of any person or persons or body or bodies of persons, whether as patrons, associates, subscribers or otherwise, who shall not be entitled to a vote at meetings of the Society unless they are also Ordinary members of the Society.

THE SEAL

41. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Board of Management and in the presence of a member of the Board of Management and of the Secretary or such other person as the Board of Management may appoint for the purpose; and that member of the Board of Management and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Society is so affixed in their presence.

DISQUALIFICATION OF MEMBERS OF BOARD OF MANAGEMENT

42. The office of a member of the Board shall be vacated if:-
- (a) he ceases to hold office by virtue of any provisions of the Act or he becomes prohibited by law from holding office; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
 - (d) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect of his property or affairs; or
 - (e) resigns his office by one month's previous notice in writing to the Society; or
 - (f) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by section 317 of the Act.
 - (g) fails to attend four consecutive meetings without giving reasons regarded as satisfactory by a majority of the members of the Board of Management attending the next subsequent Board meeting.
43. A member of the Board of Management shall not vote at a meeting of the Board on any question affecting his remuneration. In respect of any other contract in which he is interested or any matter arising thereout a member of the Board may or may not vote at

the discretion of the Chairman of the meeting.

ROTATION OF MEMBERS OF THE BOARD OF MANAGEMENT

44. At the Annual General Meeting in every year one third of the elected members of the Board of Management for the time being or, if their number is not three or a multiple of three then the number nearest one-third shall retire from Office
45. The elected members of the Board of Management to retire in every year shall be those who have been longest in Office since their last election, but as between persons who became elected members of the Board of Management on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
46. No elected member of the Board of Management elected after the 1 October 1991 shall thereafter serve for more than nine consecutive years. On the expiration of such a period, two further years must elapse before any such member shall be eligible for re-election.
47. The election of elected members of the Board of Management to take the place of those retiring shall be conducted in the following manner:-
 - (a) Notice in writing shall be given to the Secretary on or before the 15 August of the name of each candidate for election (other than a retiring member of the Board of Management who is deemed to be duly nominated unless he has given written notice to the Society prior to 15 August that he is not willing to stand for re-election). The notice must be signed by a proposer and seconder who shall be Ordinary members and be accompanied by a statement (signed by the candidate) of his willingness to serve if elected and may, if the candidate wishes, be accompanied by his biographical particulars (not exceeding 200 words in length) signed by the candidate.
 - (b) If more candidates are nominated or deemed nominated than there are vacancies to be filled, there shall be sent to each member entitled to attend and vote at the next Annual General Meeting (along with the Notice of Meeting) a ballot paper setting out the names of the candidates together with any biographical particulars of the candidates received by the Society provided that the particulars of any candidate may not be sent or may be sent in an amended form approved by the Board of Management if the Board of Management considers that they contain any matter which is not biographical or is not true and accurate or is or may be defamatory.
 - (c) If any year the Notice of Annual General Meeting is not sent to such members on or before 15 September then any notice given under paragraph (a) of this Article shall be valid if it is given to the Secretary not less than 28 clear days before the Notice of Meeting is sent.
 - (d) Each member entitled to attend and vote shall have as many votes in the ballot as there are vacancies to be filled but may not give more than one vote to any one candidate. Votes in excess of one purported to be given to any candidate by any member shall be disregarded.
 - (e) Completed ballot papers must be signed by the member and sent by him to the

Auditors of the Society to reach them at least 3 clear days before the day fixed for the Annual General Meeting otherwise the ballot paper shall be rejected.

- (f) The Auditors shall count the votes and prepare a statement setting out the total number of votes given to each candidate. At the opening of the Annual General Meeting the Auditors shall deliver the statement to the Chairman of that meeting who will inform the meeting of the result of the election.
 - (g) In the event of the same number of votes being given to 2 or more candidates the Chairman of the Annual General Meeting shall have the casting vote or votes necessary to decide the issue.
 - (h) The Auditors shall preserve the ballot papers until 28 days after the Annual General Meeting but shall not disclose them to any person except under the order of some Court of competent jurisdiction.
48. Any casual vacancy occurring in the Board of Management may be filled up by the members of the Board of Management but the person so chosen shall be subject to retirement at the same time as if he had become a member of the Board of Management on the day on which the member in whose place he is appointed was last elected a member of the Board of Management.
49. The members of the Board of Management shall have power at any time, and from time to time, to appoint a person as an additional member of the Board of Management who shall retire from Office at the next following ordinary General Meeting, but shall be eligible for election by the Society at that meeting as an additional member of the Board of Management.
50. The Society may by extraordinary resolution remove any member of the Board of Management before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a member of the Board of Management on the day on which the member in whose place he is appointed was last elected a member of the Board of Management.

APPOINTMENT OF THE OFFICERS OF THE BOARD OF MANAGEMENT

51. The Officers of the Board of Management shall consist of the Chairman and the Treasurer and shall be appointed by a simple majority of the ordinary members present and entitled to vote at the Annual General Meeting.
52. The appointment of the Officers of the Board of Management shall follow the election of the elected members of the Board of Management at the Annual General Meeting.
53. Candidates will be drawn from the members of the Board of Management and nominated and proposed by Ordinary members.'

PROCEEDINGS OF BOARD OF MANAGEMENT

54. The members of the Board of Management may meet together for the despatch 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. In case of an equality of votes the Chairman shall have a second or casting vote. A member of the Board of

Management may, and the Secretary on the requisition of such a member shall, at any time summon a meeting of the members of the Board of Management.

55. The quorum necessary for the transaction of the business of the Board of Management shall be one third of the elected members.
56. The continuing members of the Board of Management may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum, the continuing members of the Board of Management may act for the purpose of increasing the number of its members to that number, or of summoning a General Meeting of the Society, but for no other purpose.
57. The members of the Board of Management may elect a Chairman of their meetings 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 five minutes after the time appointed for holding the same, the members of the Board of Management present may choose one of their number to be Chairman of the meeting.
58. The Board of Management may delegate any of their powers to Committees consisting of such member or members of their body as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board of Management.
59. A sub-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 five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
60. A sub-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 in case of an equality of votes the Chairman shall have a second or casting vote.
61. All acts done by any meeting of the Board of Management or of a sub-committee thereof, or by any person acting as a member of the Board of Management, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or persons 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 the Board of Management.

ACCOUNTS

62. The Board of Management shall cause such proper books of account to be kept as are consistent with the objects and powers of the Society.
63. The books of account shall be kept at the Registered Office of the Society or at such other place or places as the Board of Management think fit, and shall always be open to the inspection of the members of the Board of Management.
64. The Board of Management 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 ordinary members

not being members of the Board of Management, and no member (not being a member of the Board of Management) shall have any right of inspecting any account or book or documents of the Society except as conferred by statute or authorised by the Board of Management or by the Society in General Meeting.

65. The Board of Management shall from time to time in accordance with section 241 of the Act, cause to be prepared and to be laid before the Society in General Meeting such Income and Expenditure Account, Balance sheets and Reports as are referred to in that section.

ANNUAL REPORT

66. The Board of Management shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Report and an Annual Return and their transmission to the Charity Commissioners.

AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 394a (inclusive) of the Act.

NOTICES

68. A notice may be given by the Society to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society 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, and to have been effected at the expiration of twenty four hours after the letter containing the same was posted.
69. Notice of every General Meeting shall be given in some manner hereinbefore authorised to every Officer and every ordinary member except those officers or ordinary members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notice to them. No other persons shall be entitled to receive notices of General Meetings.

NAMES, ADDRESSES and DESCRIPTIONS of SUBSCRIBERS

MOLLY PALEY
26 Salisbury Road
Hove

Musician

GORDON CHASTEY HECTOR
29 Bishops Road
Hove

Chartered Accountant

JOHN THOMAS PIDGLEY
4 Brunswick Square
Hove

Journalist

MAURICE WILLIAM INMAN
76 High Street
Lewes

Timber Merchant

BERNARD FRANK BAKER
Cleeve
The Green
Southwick
Sussex

Solicitor

CHARLES WEBSTER REDE GELL-WOOLLEY
Antye Farme
Wivelsfield
Sussex

Solicitor

CHARLES SMITH
47 Old Steyne
Brighton

Solicitor

DATED the 9th day of December 1941

WITNESS to the above Signatures:-

W. L. TROWER
62 Old Steine
Brighton

Solicitor