

THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

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Memorandum and Articles of Association
of
WEALD AND DOWNLAND
OPEN AIR MUSEUM LIMITED
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Incorporated
the 20th day of January 1969

with revised Articles of Association
adopted by Special Resolution dated the
28th day of November 1985, 8th day of April 1991,
16th day of June 1997 and 24th day of November 2003

Registered as a Charity No 306338

THE COMPANIES ACT 1948 TO 1989

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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

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Memorandum of Association

of

WEALD AND DOWNLAND OPEN AIR MUSEUM LIMITED

1. The name of the Company (hereinafter called "the Association") is WEALD AND DOWNLAND OPEN AIR MUSEUM LIMITED.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (A) To stimulate public interest in and to promote and encourage the preservation of buildings of architectural or historical interest and to stimulate public interest in ancient crafts, trades and manufactures and in particular:-
 - (i) To establish centres for the study of historical buildings and artefacts and to promote research into the best means of preserving restoring and recording them.
 - (ii) To dismantle, transport, re-erect, build, decorate, repair, re-construct and restore historical buildings and structures which cannot be preserved on their existing sites and are of special interest to the general or local community, and of value for education and research.
 - (iii) To provide a museum in which parts of demolished buildings can be collected stored displayed and made available to the public for educational purposes.
 - (iv) To preserve and restore old buildings of architectural and historical interest with particular regard to any such buildings threatened by demolition.
 - (v) To purchase acquire and maintain furniture works of art and other articles of domestic or household use or ornament, machinery tools and appliances and other articles or chattels for display or use in any such building or the said museum.
 - (vi) To carry on for the purposes of demonstration only crafts trades and manufactures for the education and benefit of the general public.
 - (vii) To give, organise and promote lectures, talks, demonstrations and exhibitions to publicise any of the said objects and for the education of the general public.
 - (viii) To print and publish and sell books, pamphlets and other material and documents concerning any of the said objects.

- (xi) To co-operate and mutually assist other organisations and individuals in carrying out the above objects.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects subject to such consents as required by law.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit, subject to such consents as required by law.
- (F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Association or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Association and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (H) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (I) To act as agent for the Friends of the Weald and Downland Open Air Museum registered charity No 288962 for the purposes of collecting annual subscriptions from members of the Friends by means of direct debiting to the Association's bank account and to enter into an indemnity in that connection to be in the form required for that purpose by the Association for Payment Clearing Services and the Northern Ireland Bankers' Association.
- (J) To provide indemnity insurance for the Trustees of the Association (or any of them) out of the funds of the Association PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of duty or breach of trust or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
- (K) To do all such other things as are incidental to the attainment of the above objects or any of them. Provided that:-
 - (i) In the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Trustees would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of state for Education and Science over such Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding one per cent above the bank rate for the time being in force 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 Association shall be appointed to any salaried office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, and provided also that that provision shall not apply to the payment of the usual professional charges for business done by any member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf; Provided that at no time shall a majority of the members benefit under this provision and that a member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
5. The liability of the members is limited.
6. 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 One Pound.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having charitable 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 4 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 other charitable object.

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

Names, Addresses and Descriptions of Subscribers	Witness to Signatures
L A Hawes Maj. Gen. Leonard Arthur Hawes Old Manor House, West Harting, Petersfield	J.E. Whittome
J. R. Armstrong J. R. Armstrong Highover, Storrington, Sussex University Lecturer	J.E. Whittome Turnham's Gill, Henfield, Sussex
James A Farmer, The Old Rectory, Ifield, Sussex Landowner	F .M. Downs 2, North House, Ifield, Sussex
M.J. Hallam M.J. Hallam Amberfold, Heyshott, Midhurst, Sussex Housewife	(J.C.W. Ludlow) J.C.W. Ludlow 6 Steep Close, Findon, Worthing,
(Kim Carruthers Leslie) K .C. Leslie Little Broadmark, Sea Lane, Rustington, Sussex Schoolmaster	John Offord Corfield House, Rustington
N. L. West Norman Leigh West, F.C.A. 11 Selsey Avenue, Bognor Regis, Sussex Chartered Accountant	Alan J Vinter Alan J Vinter, F.C.A. 82 Borough, High Street, London Bridge, SE1
John Warren Coach House, Comptons Brow Lane, Horsham, Sussex Architect and Planner	(F. Birtles) F Birtles Highover, Heath Common, Storrington

DATED this 1st day of January 1969.

THE COMPANIES ACT 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
Articles of Association

of

WEALD AND DOWNLAND OPEN AIR MUSEUM LIMITED

(as adopted by Special Resolution dated 28th day of November 1985 and the 8th day of April 1991
and the 16th day of June 1997 and 24th day of November 2003)

GENERAL

1. (i) In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act, 1985.
The Association	The above-named Company.
The Trustees	The members of the Association who are elected to Trusteeship.
The Executive Board	The Executive Board for the time being of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

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

- (ii) Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Association.
- The number of Trustees with which the Association proposes to be registered is a maximum of 50.
 - The provisions of Section 352 of the Act shall be observed by the Association, and every Trustee of the Association shall either sign a written consent to become a Trustee or sign the register of Trustees on becoming a Trustee.
 - The Association is established for the purposes expressed in the Memorandum of Association.
 - The members of the Association shall be the Vice President and Trustees.
 - Applications to become Trustees may be made by persons who are interested in pursuing the objectives of the Association and shall be submitted in writing to the Executive Board and upon the recommendation of the Board, the Trustees in General Meeting shall approve (or otherwise) such appointment. Subject to such approval and to the provisions of Article 3, the Secretary shall record in the Books of the Association that the appointment is to be for a period of five years.

7. (i) A Trustee shall be entitled to retire on giving to the Secretary not less than one month's notice in writing prior to the Annual General Meeting.
(ii) The Trustees may by Special Resolution resolve that the Association shall refuse to accept a renewed subscription from any existing Trustee whose continuance as a Trustee is, in the opinion of the Trustees, undesirable in the interests of the Association provided that such Trustee shall have received reasonable notice of the meeting to which such Special Resolution is put and be given a reasonable opportunity of being heard thereat in support of his continuing as a Trustee. Upon the passing of the Special Resolution the Trustee shall cease to be a Trustee.
8. (i) The minimum annual subscription for the first year of incorporation of the Association ending on the thirty-first day of December next succeeding the day of incorporation shall be:-
 - (a) for the Trustees who are private individuals, the sum of One Pound, and
 - (b) for Trustees who are bodies whether incorporated or unincorporated the sum of Three Pounds.and thereafter for each succeeding year commencing on the First day of January and ending on the thirty-first day of December such sums as shall be agreed by the Annual General Meeting of the Association.
(ii) The rights of Trustees shall not be transferable or transmissible.
9. Such subscriptions shall become due on the First day of January each year and in default of payment within a period of two months the Executive Board may resolve that any defaulter shall cease to be a Trustee without prejudice to that Trustee's liability for all outstanding fees and the sum guaranteed by each Trustee under Clause 6 of the Memorandum.

GENERAL MEETING

10. The Association shall hold a General meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Executive Board shall convene at least two Extraordinary General Meetings in each year, and shall convene further Extraordinary General Meetings whenever it thinks fit. Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 368 of the Act.
13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association;

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

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at any Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Board and of the Auditors, the appointment of a Vice President, the appointment of Trustees, the Chairman, the Vice Chairman, the Treasurer and the secretary, the election of members of the Executive Board in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum at General Meetings shall be eight Trustees or one tenth of the number of Trustees for the time being whichever shall be the greater number present in person.
17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Trustees, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Executive Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Trustees present shall be a quorum.
18. The Chairman shall preside as chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Trustees present shall choose some member of the Executive Board, or if no such member be present, or if all the members of the Executive Board present decline to take the chair, they shall choose one member of the association who shall be present to preside.
19. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Trustees shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the meeting or by at least three Trustees present in person or by proxy, or by a Trustee or Trustees present in person or by proxy and representing one tenth of the total voting rights of all the Trustees having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the

Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
25. The proceedings at any meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

VOTES OF MEMBERS

26. Subject as hereinafter provided, every Trustee shall have one vote.
27. No Trustee shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the Trustees present and voting such permission to be given or withheld without discussion.
28. Save as herein expressly provided, no Trustee other than a Trustee duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his being a Trustee, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Trustee, at any General Meeting.
29. Votes may be given on a poll either personally or by proxy. On a show of hands a Trustee present only by proxy shall have no vote, but a proxy for a Trustee which is a body whether incorporated or unincorporated may vote on a show of hands. A Trustee which is a corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a Trustee.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, then under the hand of some officer duly authorised in that behalf.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Association not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
32. 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 nomination in writing of

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

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I _____"
"of _____"
"a Trustee of _____"
"appoint _____"
"of _____"
"and failing him, _____"
"of _____"
"to vote for me and on my behalf at the Annual or Extraordinary, or Adjourned, as the case may be, General Meeting of the Association to be held on the _____"
"and at every adjournment thereof."
"As witness my hand this _____ day of _____ 20 ____".

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

EXECUTIVE BOARD

34. The number of the members of the Executive Board shall not be less than five nor until otherwise determined by a General Meeting more than ten and shall consist of the Chairman, Vice Chairman, the Treasurer, the Secretary and up to six other elected members.
35. The Executive Board may from time to time and at any time appoint any Trustee as a member of the Executive Board, either to fill a casual vacancy or by way of addition to the Executive Board, provided that the prescribed maximum be not thereby exceeded. Any Trustee so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
36. No person who is not a Trustee shall in any circumstances be eligible to hold office as a member of the Executive Board.

POWERS OF THE EXECUTIVE BOARD

37. The business of the Association shall be managed by the Executive Board who may exercise all such powers of the Association, and do on behalf of the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Board which would have been valid if such regulations had not been made.

OFFICERS

38. There shall be Vice Presidents of the Association who shall be appointed by the Trustees in recognition of past services to or support for the Association at an Annual General Meeting.

39. There shall be Vice Presidents of the Association who shall be appointed by the Trustees at an Annual General Meeting, those appointed before 1 January 1991 for life and those appointed after that date for a period of 10 years. There shall be a Chairman and Vice Chairman of the Association who shall be appointed by the Trustees at the Annual General Meeting of the Association in each year. The Chairman shall be entitled to take the chair at all meetings of the Executive Board.
40. The members for the time being of the Executive Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Executive Board for the purpose of accepting persons as Trustees (pursuant to Article 6) filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
41. The Executive Board may appoint or engage on such terms and to discharge such duties as they may think fit a Director of the Museum and such servants as they shall see fit and may dismiss such Director of the Museum or servant so appointed or engaged.
42. There shall be a Treasurer and a Secretary of the Association, who shall be appointed by the Trustees at the Annual General Meeting in each year. Either of them may at any time be removed by the Trustees in General Meeting, they shall perform such functions as shall be assigned to them by the Executive Board.

SEAL

43. The Executive Board shall provide a common seal for the purposes of the Association which shall be kept under such custody and control as the Executive Board shall from time to time determine. The seal of the Association shall not be affixed to any instrument except pursuant to a resolution of the Executive Board and in the presence of any two members of the Executive Board who shall sign every instrument to which the seal is affixed in their presence.

DISQUALIFICATION OF TRUSTEES

44. The office of a Trustee shall be vacated:-
 - (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors,
 - (b) 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, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, 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 to his property or affairs, or
 - (c) If he ceases to be a member of the Association,
 - (d) If by notice in writing to the Association he resigns his office,
 - (e) If he ceases to hold office by reason of any order made under Sections 295 to 299 of the Act.

ROTATION OF MEMBERS OF THE EXECUTIVE BOARD

45. At every Annual General Meeting, one-third of the members of the Executive Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
46. The members of the Executive Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall be in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Executive Board shall be eligible for re-election.
47. The Trustees may, at the General Meeting at which a member of the Executive Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
48. No Trustee not being a member of the Executive Board retiring at the General Meeting shall, unless recommended by the Executive Board for election, be eligible for election to membership of the Executive Board at any General Meeting, unless within the prescribed time before the day appointed for the General Meeting there shall have been given to the Secretary notice in writing, by some Trustee duly qualified to be present and vote at the General Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the Trustee to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the General Meeting there shall be not less than four nor more than twenty-eight intervening days.
49. The Association may from time to time in General Meeting increase or reduce the number of members of the Executive Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
50. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Executive Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Trustee in his stead; but any Trustee so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE EXECUTIVE BOARD

51. The Executive Board 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 which shall never be less than four and of which one must be either the Chairman or the Vice Chairman or the Secretary. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
52. A member of the Executive Board may request the Secretary at any time to summon a meeting of the Executive Board by not less than three clear days written notice served upon the several members of the Executive Board. A member of the Executive Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

53. A meeting of the Executive Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive Board generally.
54. All acts bona fide done by any meeting of the Executive board, or by any person acting as a member of the Executive Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Board.
55. The Executive Board shall cause proper minutes to be made of all appointments of officers made by the Executive Board and of the proceedings of all meetings of the Association and of the Executive Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
56. A resolution in writing signed by all the members for the time being of the Executive Board who are entitled to receive notice of a meeting of the Executive Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and constituted.

ACCOUNTS

57. The Executive Board shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.
58. At such other place or places as the Executive Board shall think fit, and shall always be open to the inspection of the members of the Executive Board.
59. The books of account shall be kept at the registered office of the Association, or, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the Trustees.
60. Subject as provided in these Articles and in the At the Executive Board 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 the Trustees not being members of the Executive Board and no Trustee (not being a member of the Executive Board) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Board or by the Association in General Meeting.
61. At the Annual General Meeting in every year the Trustees shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as

at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices as hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

62. At the Annual General Meeting in every year the Executive Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting (EGM 2.6.87). Every such balance sheet shall be accompanied by proper reports of the Executive Board and the Auditors.

AUDIT

63. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
64. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 394 of the Act, the members of the Executive Board being treated as the Directors mentioned in those sections.

NOTICES

65. A notice may be served by the Association upon any Trustee, or Vice President either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
66. Any Trustee described in the register of Trustees by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon at such address, but, save as aforesaid and as provided by the Act, only those Trustees who are described in the register of Trustees by an address within the United Kingdom shall be entitled to receive notices from the Association.
67. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

68. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers	Witness to Signatures
L A Hawes Maj. Gen. Leonard Arthur Hawes Old Manor House, West Harting, Petersfield	J.E. Whittome
J. R. Armstrong J. R. Armstrong Highover, Storrington, Sussex University Lecturer	J.E. Whittome Turnham's Gill, Henfield, Sussex
James A Farmer, The Old Rectory, Ifield, Sussex Landowner	F .M. Downs 2, North House, Ifield, Sussex
M.J. Hallam M.J. Hallam Amberfold, Heyshott, Midhurst, Sussex Housewife	(J.C.W. Ludlow) J.C.W. Ludlow 6 Steep Close, Findon, Worthing,
(Kim Carruthers Leslie) K .C. Leslie Little Broadmark, Sea Lane, Rustington, Sussex Schoolmaster	John Offord Corfield House, Rustington
N. L. West Norman Leigh West, F.C.A. 11 Selsey Avenue, Bognor Regis, Sussex Chartered Accountant	Alan J Vinter Alan J Vinter, F.C.A. 82 Borough, High Street, London Bridge, SE1
John Warren Coach House, Comptons Brow Lane, Horsham, Sussex Architect and Planner	(F. Birtles) F Birtles Highover, Heath Common, Storrington