

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
MIND in WALTHAM FOREST

1. In these Articles the words set out in the first column of the following table shall where the context so admits bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Statutes.....	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.
The Act.....	The Companies Act 1985
The Association.....	The above-named Company
The Council.....	The members for the time being of the Council of Management hereinafter mentioned
The Office.....	The registered office of the Association
The Seal.....	The Common Seal of the Association
The United Kingdom.....	Great Britain and Northern Ireland
Year.....	Year from the 1st January to the 31st December inclusive
In writing.....	Written or produced by any substitute for writing or partly one and partly another.

And the expression "Secretary" shall include a temporary or assistant secretary and any other person appointed by the Council to perform any of the duties of the secretary.

Save as aforesaid any words or expression defined in the Statutes shall if not inconsistent with the subject or context bear the same meaning in these Articles.

MEMBERS

2. For the purposes of registration, the number of members of the Association is declared to be unlimited.
3. The members as at the date of adoption of these Articles and such other persons as the Council shall admit to membership of the Association (whether as Life Members or Ordinary Members) in accordance with these regulations shall be members of the Association and their names shall be entered in the register of members accordingly. Subject as herein provided the Council shall have an absolute discretion as to the admission of any person to membership and shall not be bound to give any reason for their decision.
4. The Council may also from time to time elect such persons as they think fit being in sympathy with the objects of the Association to be associates of the Association, on such terms as the Association in General Meeting may from time to time determine, provided that elections as an associate shall not confer upon the associate the rights or obligations of a member, and he shall accordingly not be entitled to vote at a General Meeting or be qualified for election as a member of the Council.
5. The Council may from time to time prescribe an annual subscription to be paid by ordinary members and associates respectively, and the date for payment thereof, and ordinary members and associates shall pay to the Association the annual subscription (if any) so prescribed provided always that any person admitted to membership of the Association as the representative of an affiliate as hereinafter provided shall not be required to pay an annual subscription of more (if any) than the amount by which the current annual subscription of an ordinary member exceeds the current annual affiliation fee. Admission to the Association as a Life Member shall be on such terms as the Association in General Meeting may from time to time determine. The Council may from time to time elect persons to be members 'honoris causa' of the Association, whose membership shall not be subject to payment of subscription.
6. When any person desires to be admitted to membership of the Association he must sign and deliver to the Association an application for admission in such form as the Council shall prescribe or approve.
7. A member of the Association shall forthwith cease to be a member:-
 - a) If he shall resign by giving notice in writing to the Association of his intention so to do, in which case he shall cease to be a member upon receipt of the notice by the Association.
 - b) If he is requested by resolution of the Council to resign, but so that a member so requested to resign may within seven days after notice of the resolution shall have been given to him by notice in writing to the Secretary of the Association appeal against such resolution to the Association in General Meeting, in which case the Council shall with all reasonable despatch convene a General Meeting, to consider the matter, and in the event of the appeal being successful, the resolution requesting the member to resign shall be void 'ab initio'.
 - c) If, being a member merely as representative of an affiliated body, that body shall notify the Association in writing that he has ceased to represent it, or shall itself cease to be an affiliated body.

8. Any member or associate whose annual subscription (if any) shall remain unpaid for two successive years after the due date for payment thereof shall, at the end of that period, forthwith cease to be a member or associate.
9. No member or associate on ceasing to be a member or associate shall be entitled to be repaid any subscription to the Association previously paid by him or any part of such subscription.
10. The rights of a member shall be personal to himself and shall not be transferable by his own act or by operation of Law and shall cease on his death or on his ceasing to be a member.
11. Where any person has ceased for any purpose to be a member it shall be within the power of the Council either unconditionally or on such conditions as may to them seem expedient to reinstate him as a member.

AFFILIATED BODIES

12. The Association or the Council may admit as affiliates of the Association any such bodies, and on such terms, for such periods and in such manner, and whether in different classes or not, as the Association in General Meeting shall think fit, and may admit to membership of the Association, as representative of any body so admitted as an affiliate, any person nominated by that body and approved by the Council for the purpose: Provided that any admission by the Council of any body to be an affiliate of the Association shall be submitted for confirmation at the next Annual General Meeting of the Association, and unless confirmed thereat shall become void, and provided also that any affiliated body shall cease to be such upon the passing by the Association in General Meeting of a resolution to that effect.

GENERAL MEETINGS

13. In every year the Association shall hold a General Meeting as its Annual General Meeting at such time (not more than fifteen months after the last preceding Annual General Meeting) and place as may be determined by the Council.
14. The Council may call an Extraordinary General Meeting whenever they think fit and shall do so on the requisition of members in accordance with section 368 of the Act.

NOTICE OF GENERAL MEETINGS

15. Fourteen clear days' notice at the least or (in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution) twenty-one clear days' notice at the least shall be given in manner hereinafter mentioned to such members as are under the provisions of these Articles entitled to receive notices from the Association and to the Auditors of the Association. The length of notice in every case shall be calculated exclusive of the day for which it is given.
16. A meeting shall notwithstanding that it is called by shorter notice than that specified in the preceding article be deemed to have been duly called if it is so agreed:-
 - a) in the case of a meeting called as the Annual General Meeting by all members having the right to attend and vote thereat and
 - b) in the case of any other meeting by a majority in number of the members having such right as aforesaid together representing not less than 95 per centum of the total voting rights at that meeting of all the members.

17. Every notice of meeting shall specify the place the day and the hour of meeting and in the case of special business the general nature of such business. The notice convening an Annual General Meeting shall specify the meeting as such and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the resolution as a Special or Extraordinary Resolution (as the case may be).
18. The accidental omission to give notice of any meeting to or the non-receipt of the notice by any person shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the ordinary reports of the Council and Auditors and any other documents annexed to the balance sheet the election or appointment of the Chairman, Vice-Chairman and Honorary Treasurer of the Association and ordinary members of the Council in the place of those retiring, the re-appointment of retiring Auditors and the fixing of their remuneration, if any.
20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Six members or one tenth of the membership whichever is the greater present in person shall be a quorum for all purposes. If within half-an-hour of the time appointed for the meeting a quorum is not present the meeting, if called on the requisition of the members, shall be dissolved, and in any other case 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 the members present in person shall form a quorum.
21. The Chairman, or in his absence the Vice-Chairman of the Council, shall preside as Chairman at every General Meeting if he be present and willing. If neither of them shall be present at the time fixed for the opening of the meeting or within fifteen minutes thereafter and willing to preside the members present shall choose one of themselves to be Chairman at the meeting.
22. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more seven days notice of the adjourned meeting shall be given in like manner 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.
23. Subject as provided by articles 24 and 38 at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- a) by the Chairman, or
- b) by at least three members present in person or
- c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book 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.

24. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
25. 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.
26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded and it may be withdrawn at any time before the next business is proceeded with.
27. If a poll on any resolution is duly demanded it shall be taken in such manner and at such time as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

29. On a show of hands or on a poll every member who is present in person shall have one vote. Voting by proxy shall not be allowed.
30. No member shall be entitled to vote at any General Meeting unless all sums presently payable by him to the Association have been paid.

COUNCIL OF MANAGEMENT

31. The Council shall consist of the Chairman, Vice-Chairman, and Honorary Treasurer of the Association, ordinary members elected by the members of the Association in manner hereinafter mentioned and may include representative members appointed by affiliated bodies, and co-opted members appointed by the Council. Provided that the number of co-opted members shall not exceed one third of the membership of the Council. The Council shall have a majority in number who are officers or ordinary members of the Association and there shall be no more than such number as may from time to time be fixed by resolution of the Association in General Meeting. For the time being the number of members of the Council shall be not less than eight and not more than twelve.

32. No person shall be eligible for membership of the Council unless he is member of the Association or the appointed representative of an affiliated body or bodies. Subject as aforesaid any person may be elected or re-elected or appointed or re-appointed a member of the Council whatever may be his age and no member of the Council shall vacate or be required to vacate his office by reason of his attaining or having attained the age of 70 years or any other age.
33. The Council may from time to time make regulations prescribing (subject to the provisions of article 31 the number of representative members of the Council and providing for the appointment by affiliated bodies of such representative members and such regulations may in particular collect the affiliated bodies into groups and confer upon any affiliated body or any such group the right to appoint one or more representative members of the Council.
34. A representative member of the Council shall be appointed by writing under the hand of the appropriate officer of the affiliated body or (where the appointment is made by a group of affiliated bodies) under the hands of the appropriate officers of all or a majority in number of the affiliated bodies addressed to and left or delivered at the office and such appointment shall take effect upon such writing being received by the Association.
35. The co-opted members of the Council shall be appointed by the Council at its first meeting in every year after the holding of the Annual General Meeting of the Association, but any such appointment may be made at any subsequent meeting of the Council if and so far as the maximum number of co-opted members is not appointed at such first meeting.
36. At the Annual General Meeting in every year all the members of the Council shall retire from office, but shall be eligible for re-election or to be again co-opted, or (in the case of representative members) to be re-appointed, and the Association shall at every such meeting elect in manner hereinafter provided ordinary members of the Council to hold office until the next Annual General Meeting. The members of the Council retiring at any meeting shall retain office until the close or adjournment of the meeting.
37. If at any Annual General Meeting the Chairman, Vice-Chairman and Honorary Treasurer and ordinary members of the Council are not for any reason elected in the place of those retiring, those retiring may until such election shall take place act as members of the Council for the purpose of taking the necessary steps (including the convening of a further General Meeting of the Association) for procuring the election of such officers and members as aforesaid but not for any other purpose.
38. Elections of the ordinary members of the Council in place of the retiring members shall be held and conducted as follows:-
 - i) Not less than forty clear days before the date of the holding of any Annual General Meeting the Council shall circularise all the members entitled to receive notice of meetings of the Association, informing them of the pending election of a new Council, and making its own recommendations as to who shall be elected as ordinary members of the new Council. In making such recommendations the Council

shall distinguish between A) retiring ordinary members of the existing Council who are recommended for re-election, and B) persons recommended for election either in the place of retiring ordinary members not recommended for re-election or as additional ordinary members of the Council.

ii) At any time after the issue of such circular and not less than twenty eight clear days before the date of the holding of the Annual General Meeting any member may give to the Secretary a notice in writing nominating any qualified person for election as an ordinary member of the Council, provided that every such nomination shall be accompanied by the written consent of the candidate to act as elected.

iii) If the candidates recommended by the Council or validly nominated by members are more in number than the vacancies for ordinary members to be filled on the Council, then an election shall be conducted to fill such vacancies by vote of all members present at the meeting. Voting shall be by ballot in such form as the Council by resolution shall so direct.

39. Any casual vacancy in the office of Chairman, Vice-Chairman or Honorary Treasurer or the ordinary orco-opted members of the Council may be filled up by the Council by the appointment of a qualified person to fill the vacancy. Persons so appointed shall hold office until and be eligible for re-election or re-appointment on the next occasion for the retirement of the members of the Council.

40. The Council may authorise the repayment by the Association to members of the Council of all or any out-of-pocket expenses reasonably and properly incurred by them in performance of their duties or in connection with the affairs of the Association, and in that event such members shall be repaid such out-of-pocket expenses accordingly.

41. A member of the Council shall be entitled to make any contract or arrangement with the Association authorised by Clause 4 of the Memorandum of Association but not otherwise and no such contract nor any contract or arrangement entered into by or on behalf of the Association in which any member of the Council is in any way interested shall be liable to be avoided nor shall any such member so contracting or being so interested be liable to account to the Association for any profit realised by any contract or arrangement by reason of his holding that office or of the fiduciary relation thereby established but the nature of his interest shall be declared by him at the meeting of the Council at which the question of entering into the contract or arrangement is first considered if his interest then exists or in any other case at the first meeting of the Council after he becomes so interested. Provided nevertheless that a member of the Council shall not vote in respect of any contract or arrangement in which he is so interested and if he shall do so his vote shall not be counted but this prohibition shall not apply to any security or indemnity in respect of money lent by him to, or obligation undertaken by him for the benefit of the Association.

42. A general notice given to the Council by any member thereof to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract or arrangement which may thereafter be entered into with that company or firm shall be deemed a sufficient declaration

of interest in relation to any contract or arrangement so entered into.

HONORARY OFFICERS

43. The Honorary Officers of the Association shall consist of a Chairman, Vice-Chairman, and Honorary Treasurer.

The Chairman, Vice-Chairman and Honorary Treasurer shall be members of the Association and shall be elected at the Annual General Meetings in every year and shall continue in office until the close of the next following Annual General Meeting or if from any cause their successors shall not be elected at such meeting then until the election of their successors. Elections of the Chairman, Vice-Chairman and Honorary Treasurer shall be held and conducted in the same manner as elections of ordinary members of the Council are to be held and conducted under the provisions hereinbefore contained, and those provisions shall apply 'mutatis mutandis' accordingly.

The number of honorary officers other than the Chairman, Vice-Chairman and Honorary Treasurer may be increased or reduced and their titles altered at any time by the Association in General Meeting. The appointment of any Honorary Officer may at any time be revoked and determined by a resolution of the Council to that effect.

Honorary Officers of the Association shall be entitled to attend and participate fully in the General Meetings of the Association. Honorary Officers shall be entitled to attend any other Meeting of the Association but may not take part in the proceedings unless invited to do so by the Chairman of that Meeting. Separate registers shall be kept by the Association of Honorary Officers. The Association in a General Meeting, may appoint not more than two Honorary Medical Advisors to the Council.

COUNCIL OBSERVERS

44. The Council may at its discretion invite any Government Department connected with the work of the Association to nominate a person to be its Observer on the Council, and may at any time revoke any invitation so given. Any Observer appointed by a Government Department in pursuance of any invitation so given shall be given notice of and entitled to attend and speak at all meetings of the Council, but shall not as such be a member of the Council or of any such committee, or entitled to vote on any question arising or resolution proposed at any such meeting.

OTHER COMMITTEES

45. Subject to any restrictions or conditions imposed by the Association in General Meeting the Council may appoint Committees consisting of two or more persons with or without power to co-opt any other persons, and may delegate any of their powers to such Committees upon such terms and conditions in all respects as they may think fit and annul or vary such delegation, provided that all acts and proceedings of any Committee so appointed shall be reported back to the Council as soon as is reasonably practical.

46. Persons not being members of the Association may be appointed or co-opted to serve on such Committees provided always that the number of members of any such Committee whether appointed or co-opted, who are not members of the Association shall never exceed one-half of the total number of persons serving on that Committee, whether appointed or co-opted.

DISQUALIFICATION OF COUNCIL MEMBERS AND OFFICERS

47. The office of an Honorary Officer or a member of the Council shall be vacated in any of the following events namely :-
- A) if he resigns his office by writing under his hand left or delivered at the office.
 - B) if he becomes bankrupt or compounds with his creditors
 - C) if he becomes of unsound mind
 - D) if (being a member of the Council) he for any reason ceases to be a member of the Association, or being a member merely as representative of an affiliated body or bodies he shall cease to represent such body or bodies or such body or bodies or any of them shall cease to be affiliated.
48. Without prejudice to section 303 of the Act the Association may by Extra-Ordinary resolution remove any Honorary Officer or member of the Council and may (notwithstanding anything herein contained) by Ordinary Resolution appoint another person in his place.

POWERS OF THE COUNCIL

49. The management of the affairs of the Association shall be vested in the Council, and the Council in addition to the powers and authorities expressly conferred upon it by these Articles may exercise all such powers and do all such acts and things as may be exercised or done by the Association and as are not hereby or by the Statutes expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to provisions of these Articles of any relevant statute and the Memorandum of Association and to any regulations (not being inconsistent with the aforesaid provisions) from time to time made by the Association in General Meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The special powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other article.
50. The Council may exercise all the powers of the Association to raise or borrow money and to mortgage or charge its undertaking and property and to issue debentures and other securities.
51. All cheques, drafts, and bills of exchange and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

PROCEEDINGS OF THE COUNCIL AND OF THE COMMITTEES

52. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business; unless otherwise determined four members, or one third of the membership whichever is the greater of the Council shall be a quorum; questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. Provided always that no resolution or decision of a meeting of the Council or of any Committee of the Council shall be effective if, of the votes cast by members of the Council or of such Committee who are members of the Association, a majority was not in favour.
53. The Chairman or any two other members of the Council may, and on the request of the Chairman or any two other members of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is out of the United Kingdom shall not be entitled to notice of a meeting.
54. The continuing members of the Council may act notwithstanding any vacancies in the Council, but if and so long as the number of members of the Council is reduced below the number for the time being fixed as a quorum, the continuing members may act for the purpose of appointing or co-opting members of the Council or of summoning General Meetings of the Association, but not for any other purpose.
55. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Council at which they are respectively present, but if at any meeting neither of them be present within five minutes after the time appointed for holding a meeting or be willing to act as Chairman, the members of the Council present shall choose someone of their number to be Chairman of the meeting.
56. The meetings and proceedings of any other committee of the Council 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, except that unless otherwise directed by any regulations so made the quorum for any other committee shall be two.
57. All acts bona fide done by any meeting of the Council or of any Committee, or by any person acting as a member of the Council or any Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or of such Committee.
58. A resolution in writing signed by all the members for the time being in the United Kingdom of the Council or of any other committee of the Council shall be as effective as a resolution passed at a meeting of the Council or other committee as aforesaid (as the case may be) duly convened and held.

ACCOUNTS

62. . The Council shall cause to be kept such books or accounts as are necessary to exhibit and explain the transactions and financial positions of the Association and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to-
- A) all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place;
 - B) all sales and purchases of goods by the Association;
 - C) the assets and liabilities of the Association.
63. The books of account shall be kept at the Office or (subject to the provisions of section 227 of the Act) at such other place as the Council shall think fit and shall at all times be open to inspections by the members of the Council and (subject to any restriction which the Association in General Meeting may from time to time impose) to inspection by members of the Association between the hours of 11 a.m. and 4 p.m. on every day of the week except Saturdays and Sundays and public holidays.
64. The council shall from time to time in accordance with sections 233 to 242 of the Act cause to be prepared and laid before the Association in General Meeting such profit and loss accounts balance sheets and reports as are referred to in those sections.

STAFF

59. The Council may appoint and in its discretion remove such administrative officers, managers, secretaries, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit, and may determine their powers and duties and fix their salaries or emoluments. The provisions of sections 283 and 284 of the Act relating to the Secretary shall be observed.

MINUTES

60. The Council shall cause minutes to be made in books provided for the purpose,
- A) of the names of the members of the Council present at each meeting thereof and of all other committees of the Council.
 - B) of all resolutions and proceedings at all meetings of the Association the Council and all other committees of the Council.

Any such minutes of a meeting, if purported to be signed by the Chairman of such meeting or of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

THE SEAL

61. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary and those two members and the Secretary shall sign every instrument to which the Seal of the Association is so affixed in their presence.

65. A copy of every balance sheet (including every document by law required to be annexed thereto) which is to be laid before the Association in General Meeting and of the reports of the Council and the Auditors of the Association shall at least 21 days previously to the meeting be delivered or sent by post to every member of the Association of whose address the Association is aware and to the Auditors.

AUDIT

66. Auditors of the Association shall be appointed and their duties regulated in accordance with sections 384 to 392 of the Act.
67. The Auditors' report to the members made pursuant to the provisions of the Act shall be read before the Association in General Meeting and shall be open to the inspection of any member who shall be entitled to be furnished with a copy of the balance sheet (including every document by law required to be annexed thereto) and the Auditor's report in accordance with section 246 of the Act.

NOTICES

68. Any notice or document may be served by the Association on any member or associate, either personally or by sending it through the post in a prepaid letter addressed to such person at his registered address as appearing in the register of members or list of associates.
69. Any person described in the register of members or list of associates by an address not within the United Kingdom who shall from time to time give to the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notices which he is entitled to have served upon him, but save as aforesaid only members or associates described in the register or list aforesaid by addresses within the United Kingdom, shall be entitled to receive notices from the Association.
70. Any notice or other document if served by post shall be deemed to have been served at the time when the letter containing the same was posted and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed stamped and posted.

WINDING UP

71. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

RULES OR BYE LAWS

72. The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-
- i) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
 - iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
 - iv) The procedure at general meetings and meetings of the Council and Committees of the Council in so far as such procedure is not regulated by these presents.
 - v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.