

Memorandum and
Articles of Association

THE ASSOCIATION OF PUBLIC ANALYSTS

No. 526029

Incorporated 23rd November 1953

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE ASSOCIATION OF PUBLIC ANALYSTS

1. The name of the Company (hereinafter called “the Association”) is “THE ASSOCIATION OF PUBLIC ANALYSTS.”
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:
 - (A) To assist in upholding and maintaining the character and position of public analysts and official agricultural analysts and of the profession of analytical chemistry in the public service and to protect and advance the interests of public analysts and official agricultural analysts and to promote co-operation between them.
 - (B) To take into consideration questions affecting the said profession, and to take any steps that may be considered advisable for advancing or protecting its interests, including the presentation of petitions to the Sovereign, or to the Privy Council, or to Parliament, or to other public bodies, and the promotion of the opposition to, or support of, Bills in Parliament.
 - (C) To endeavour to obtain special advantages for public analysts and official agricultural analysts for their laboratories and for any person or persons engaged in official analytical chemistry or in relation thereto, whether in such laboratories or elsewhere.
 - (D) To encourage, assist and extend the knowledge and study of analytical chemistry, whether by the holding of periodical meetings, by the establishment and promotion of lectures, demonstrations, experiments, discussions, conferences or correspondence, by the formation of reading rooms and libraries (whether of reference or lending), or by the publication of newspapers, periodicals, journals, pamphlets, reports or books.
 - (E) To encourage and assist and extend the knowledge and study of all questions relating to the adulteration, contamination, description and composition of articles of food, drugs and commercial products generally in any manner as provided by the preceding clause (D), and to promote thereby or assist to promote the efficiency and proper administration of the law affecting such questions.
 - (F) To accept any gift, subscription, donation or bequest or to accumulate and provide any fund or endowment and to invest the same respectively and apply the income thereof; or to apply the capital or any part thereof for any of the objects of the Association.
 - (G) To purchase, hire, exchange, borrow, accept a gift, donation, bequest or loan of or in any way acquire and hold, whether temporarily or permanently, for the purposes or advantage of the, Association (so far as the law shall allow, and subject to the sanction or licence of the Board of Trade, if required) any real or personal property, and in particular any lands, buildings, rooms, furniture, fittings, apparatus, machinery, appliances, conveniences and accommodation; and to sell, demise, let, sub-let, mortgage or otherwise dispose of the same or any part thereof as may be deemed expedient with a view to the promotion of the objects of the Association, and to permit the use of the same either gratuitously or on such terms as the Association may think fit, for public or other meetings, lectures, demonstrations, experiments, classes, discussions or for any other purposes which the Association may consider conducive to the carrying out of its objects.

- (H) To borrow or raise money, and to secure repayment of the same by mortgage, charge or lien, or by the issue of debentures or debenture stock, promissory notes or other obligations or securities, to invest the moneys of the Association, not immediately required for the purpose thereof, upon such securities or in such manner as may be determined by the Council, provided always that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may, for the time being, be prescribed by law.
- (I) To transfer or dispose of any part of the undertaking and assets of the Association to, or to amalgamate or combine with, any other association or society having similar objects or being conducted in such manner as directly or indirectly to benefit the Association, or so as to promote objects similar to those of the Association, and which may prohibit the payment of any dividend or profits to its members.
- (J) To subscribe to any society, institution, library, museum, laboratory or works with a view to obtaining any advantages or benefits for the purposes of the Association.
- (K) To employ managers, teachers, professors, demonstrators, lecturers, librarians, servants and agents, and to employ persons to edit, write, adapt, publish, prepare and print newspapers, periodicals, pamphlets, journals, reports and books, or to make researches, experiments or demonstrations connected with any of the objects of the Association, and to pay salaries, wages or rewards to any of such persons.
- (L) To do all such other acts and things as are lawful and incidental or conducive to the attainment of the above objects or any of them.

Provided always that 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.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, or any authority exercising corresponding jurisdiction outside England and Wales, 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 Council of Management or Governing Body of the Association shall be chargeable for such property as 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 they would as such Council or Governing Body 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 Minister of Education or any such other authority as aforesaid over such Council or Governing Body, 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. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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, gift, division 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 or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council or Governing Body of the Association shall be appointed to any salaried office of the Association or any 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 of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Association, provided that nothing hereinbefore contained shall prevent any payment to any corporate body of which a member of the Council may be a member or shareholder holding less than one hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

5. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of section 19 of the Companies Act 1948.
7. The liability of the members is limited.
8. 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 £1.
9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst 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 the aforesaid provision, then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association. Subject to any restrictions as to the time or manner of inspecting the same which may be imposed in accordance with the Articles of Association the accounts and books of the Association shall at all times be open to the inspection of the members.

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.

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

JAMES FREDERICK CLARK, 11 The Serpentine, Liverpool, 19, Public Analyst and Official Agricultural Analyst.

JACK HUBERT HAMENCE "Hillview", 43 Westland Drive, Hayes, Kent, Public Analyst and Official Agricultural Analyst.

THOMAS McLACHLAN, Flat 25, 48 Porchester Terrace, London. W.2, Public Analyst and Official Agricultural Analyst.

HAROLD EDWARD MONK, 31 Bower Mount Road, Maidstone, Kent, Public Analyst and Official Agricultural Analyst.

GEORGE TAYLOR, 22 Rowan Walk, London, N.2, Public Analyst and Official Agricultural Analyst.

RUSSELL GIBSON THIN, 60 Fountainhall Road, Edinburgh, 9, Public Analyst and Official Agricultural Analyst.

ERIC VOELCKER, 30 Queens Gate Gardens, London, S.W.7, Public Analyst and Official Agricultural Analyst.

ERIC CHARLES WOOD, 154 Newmarket Road, Norwich, Public Analyst and Official Agricultural Analyst.

Dated this 11th day of November 1953

Witness to the above Signatures—

D. V. HICKS
Flat 271
The White House
Regents Park,
London, N.W.2.
Secretary.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE ASSOCIATION OF PUBLIC ANALYSTS

(As amended by Special Resolutions passed 23rd April 1994 and 29th April 1995)

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

“The Act” means the Companies Act 1948.

“Month” means calendar month.

“The Association” means THE ASSOCIATION OF PUBLIC ANALYSTS.

“The office” means the registered office of the Association.

“The Council” means the Council of Management of the Association as a body or a quorum of the members thereof at a Council meeting.

“Secretary” includes any person appointed to perform the duties of Secretary temporarily.

“In writing” and “written” include printing, lithography and typewriting, and all other modes of representing or reproducing words in visible form.

Words and expressions which have special meanings assigned to them in the Act have the same meanings in these presents.

Words importing the singular number include the plural, and the converse also applies.

Words importing males include females.

Words importing persons include corporations.

“Notice” includes all written communications to members.

“These presents” means the Articles of Association for the time being of the Association.

MEMBERS

2. For the purposes of registration the number of members of the Association is declared to be 150, but the Council may register an increase in the number of members whenever and as often as they think fit.
3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The first members of the Association shall be the subscribers hereto and, subject as hereinafter mentioned, it shall rest with the Council to determine the terms and conditions on which subsequent members shall from time to time be admitted.
5. (1) No person shall be admitted to membership of the Association unless he shall have attained the age of twenty-five years and shall hold either -
 - (A) an appointment as Public Analyst or Deputy Public Analyst, or

- (B) an appointment as Official Agricultural Analyst or Deputy Official Agricultural Analyst, together with a professional qualification which in the opinion of the Council is equivalent to that required by a Public Analyst, or
- (C) in the case of a person employed outside Great Britain and Northern Ireland, an appointment and professional qualification which in the opinion of the Council are equivalent to those of a Public Analyst.

Every application for membership shall be considered by the Council who shall have power at their absolute discretion to accept, suspend or reject any application.

- 5. (2) (A) The Council may elect as Honorary Members of the Association persons who have been of service to it directly or indirectly. Such Honorary Members shall have no vote in the affairs of the Association and shall not be called upon to pay any entrance fee or annual subscription. Unless otherwise stated the words "member" or "members" shall not include Honorary Members.
- 5. (2) (B) The Council may elect as Honorary Vice-Presidents of the Association persons of note or distinction. Such Honorary Vice-Presidents shall not have a vote in the affairs of the Association and shall not be called upon to pay an entrance fee or annual subscription. Unless otherwise stated the words "member" or "members" shall not include Honorary Vice- Presidents.
- 5. (3) (A) In addition the Council may elect as Associates persons who are employed as analysts or assistant analysts whether they be qualified or not in the laboratories of any of the classes of persons mentioned in Articles 5(1) (A), (B) or (C) hereof.

If for any reason whatsoever an Associate ceases to be so employed, then at the expiration of one month thereafter he shall cease to be an Associate of the Association unless the Council in its sole discretion otherwise determines.

- 5. (3) (B) Every candidate for Associateship must be nominated by a member (other than an Associate) and certified by him to be a fit and proper person to become an Associate. Every application for Associateship shall be considered by the Council who shall have power at their absolute discretion to accept or reject any application.
- 5. (3) (C) Such Associates shall have no right to vote at meetings of the Association but shall have the right to receive notice of and attend and speak at such meetings as the Council shall in their absolute discretion decide. Associates shall pay such annual subscription as the Council shall from time to time determine.
- 5. (4) Any member who ceases to hold appointments qualifying him for membership under Article 5 (1) may nevertheless retain his membership unless he enters into industrial or other occupation deemed by the Council to be incompatible with membership, in which event his membership shall terminate from the date of commencement of such occupation.
- 6. Any member may withdraw from the Association by giving notice in writing duly signed to the secretary before the 30th day of November in any year and on paying with such notice any unpaid subscription for the current year, and thereupon such member shall be deemed to have ceased to be a member from the date of the expiration of such financial year. In default of such notice being so given, a member shall be liable to pay the subscription for the ensuing year.
- 7. Any member who shall fail in the observance of the provisions of these presents or of the Memorandum of Association of the Association or of any bye laws, regulations or orders of the Council for the time being in force or the rules of any branch of the Association of which he is a member or whose conduct is, in the opinion of the Council, detrimental to the honour or interest of the Association, or whose conduct is calculated to bring the Association into disrepute, may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the members present and voting at a Special Council Meeting of which not less than fourteen days' previous notice specifying the intention to propose such resolution shall have been sent to the member, whose removal is in question, and to all members of the Council. Notice of the general nature of the grounds on which such resolution

is proposed shall be sent to the member whose removal is in question and he shall be entitled to be heard by the Council at the meeting: provided that no such resolution shall be effective unless three-fourths of the members of the Council for the time being are present at the meeting at which it is passed.

8. The liability of a member who shall withdraw or be removed from the Association, to pay any subscription or other moneys which has or have become due from him previous to his withdrawal or removal shall not cease on his withdrawal and the Association may take such proceedings as shall be necessary for the recovery of such subscription or other moneys.
9. The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription within six months of its becoming due, or in the case of an individual member on his becoming lunatic or of unsound mind or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscription which the member shall have undertaken to pay or prevent the member from again becoming eligible for membership.

OBLIGATIONS OF MEMBERS

10. Every member on election shall be bound (A) to pay to the funds of the Association such entrance fee (if any) and such annual subscription as the Council shall from time to time determine (such annual subscription to be payable in advance on the 1st day of January in each year, unless the member who would otherwise have been liable to pay the same shall have given notice in writing to the Secretary of his intention to withdraw from the Association in accordance with Article 6 hereof), and (B) to observe the provisions of these presents and of the Memorandum of Association of the Association and all the bye laws, regulations and orders of the Council for the time being in force.

COUNCIL OF THE ASSOCIATION

11. The business of the Association shall be managed by a Council constituted and elected as hereinafter provided.
12. The Council shall consist of the President, the Vice-President, a Past President (normally the immediate Past President) appointed in accordance with Article 14 hereof, the Honorary Secretary, the Honorary Treasurer, the Honorary Assistant Secretary and the Co-ordinator of Scientific Affairs and not more than 12 elected members. No person shall be eligible to hold office as a member of the Council who is not a member of the Association.
13. The first Council shall consist of the following persons, or such of them as shall have signed the Memorandum of Association or shall within twenty-eight days after the incorporation of the Association signify in writing their willingness to become and shall become members of the Association and (subject to Article 17) such persons shall hold office until the close of the first Annual General Meeting of the Association - James Frederick Clark, Jack Hubert Hamence, Thomas McLachlan, Harold Edward Monk, George Taylor, Russell Gibson Thin, Eric Charles Wood and Eric Voelcker, of whom the said George Taylor shall be the first President, the said Thomas McLachlan shall be the first Vice-President and the remainder of the persons named (or such of them as shall have signed the Memorandum of Association or shall signify their willingness to become members as aforesaid) shall be deemed to be the first elected members of the Council.
14. The Association in General Meeting may appoint one President, one Vice-President and one Past President (who would normally be the immediate Past President) of the Association. The President, Vice-President and Past Presidents for the time being shall retire at the close of each Annual General Meeting of the Association but shall be eligible for re-appointment. The qualification on a Past President shall be that he shall have been a former President of the Association. It shall not be necessary for any President or Vice-President or Past President to have any special qualification for office other than that of membership of the Association, either by way of subscription, donation or otherwise.

15. Subject to Articles 12, 13 and 18 members of the Council shall be appointed or elected by the Association at the Annual General Meeting in each year and shall retire as provided by Articles 14 and 16.
16. At the first Annual General Meeting of the Association all the elected members of the Council shall retire and at the Annual General Meeting in each subsequent year one-third of the Council shall retire, or if their number is not a multiple of three the number nearest to one-third shall retire. The elected members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Elected members so retiring at the first Annual General Meeting shall be eligible for re-election at that meeting, but the elected members so retiring at the Annual General Meeting in each subsequent year shall not be eligible for re-election at the Annual General Meeting at which they retire but shall be eligible for election at the next succeeding Annual General Meeting.
17. The office of a member of the Council shall ipso facto be vacated:
 - (A) If he becomes bankrupt or suspends payment or compounds with his creditors.
 - (B) If he is found lunatic or becomes of unsound mind.
 - (C) If he ceases for any cause to be a member of the Association.
 - (D) If by notice in writing to the Council he resigns his office.
 - (E) If he becomes prohibited from acting as a member of the Council by virtue of any order made under section 188 of the Act.
18. Subject as aforesaid the Council shall be entitled to appoint a person as a member of the Council to fill a casual vacancy, howsoever caused, or to appoint one of their number to the office of President, Vice-President, Treasurer or Secretary to fill a casual vacancy in such office howsoever caused. The person so appointed shall hold office until the Annual General Meeting next after his appointment, but he shall then be eligible for re-appointment or re-election.
19. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council, but if the number of the members of the Council shall be or be reduced to less than eight the members for the time being may act for the purpose only of admitting persons to membership of the Association, or filling vacancies in the elected members, or summoning a General Meeting of the Association.
20. In accordance with section 184 of the Act the Association may, by Ordinary Resolution of which special notice has been given in accordance with section 142 of the Act, remove any member of the Council from office before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Association and such member of the Council.
21. No person shall be disqualified from being or becoming a member of the Council or be liable to vacate his office as a member of the Council by reason of his attaining or having attained the age of seventy years or any other age, and the Association shall not be subject to section 185 of the Act.

POWERS OF THE COUNCIL OF THE ASSOCIATION.

22. The Council shall have sole control in regard to all matters relating to the management and organisation of the Association. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of these presents.
23. Without prejudice to the general powers conferred by the last preceding clause and the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:-

- (A) To make and impose, vary and repeal bye laws, rules and regulations for the administration and government of the Association and for carrying its objects into effect: Provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents.
- (B) To agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Association, and the preparation, adoption and registration of the Association's Memorandum of Association and of these presents.
- (C) To pay all expenses incurred in carrying out the objects of the Association.
- (D) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as they think fit.
- (E) To secure the fulfilment of any contracts or engagement entered into by the Association by mortgage or charge of all or any of the property of the Association, or in such manner as they may think fit.
- (F) To appoint a Secretary of the Association upon such terms as to remuneration and otherwise as they shall think fit.
- (G) To engage professional or other assistance in connection with the business of the Association, and subject to the provisions of the Memorandum of Association to pay reasonable fees or remuneration for the same as they may think fit.
- (H) To take offices or acquire premises for the use of the Association and to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants, whether engaged for permanent, temporary or special services, and to determine their powers and duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (I) To appoint any person or persons, whether incorporated or not, to act as trustee or trustees to accept and hold in trust for the Association any property belonging to the Association, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (J) Subject to the laws affecting champerty and maintenance, to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (K) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- (L) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
- (M) To affix the seal of the Association to all deeds and documents requiring the same.
- (N) To determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- (O) Subject to the provisions of the Memorandum of Association, to invest and deal with any of the moneys of the Association not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds, and in such manner as they may think fit, and from time to time to vary or realise such investments, subject nevertheless to the provisions contained in the Memorandum of Association.

- (P) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.
- (Q) To delegate any of their powers (other than their powers under Article 7 hereof) to committees consisting of two or more members of their body, and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they may think fit.
- (R) To set up, constitute and organise local branches of the Association, consisting of members of the Association, in such places as they may think fit, and to appoint or authorise the members of such local branches to appoint persons as additional members of any local branch, and councils consisting of members of the Association to control and manage such local branches and to define the powers and duties of such local branches and councils, and to make and impose bye laws, rules and regulations for the administration and government of such local branches and of such councils, and to delegate any of their powers to such local branches and to such councils as they may deem fit.
- (S) To apply for, or oppose the application by others for rights, charters and legislative acts and authorisations from any government or authority.

PROCEEDINGS OF THE COUNCIL

- 24. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected members of the Council shall be a quorum.
- 25. The Council 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 he should not be present at the commencement of any meeting of the Council, the members of the Council shall select a Chairman from those present for that meeting.
- 26. The President or the Chairman or any three members of the Council may at any time, and the Secretary upon the request of the President or Chairman or any three members of the Council shall, convene a meeting of the Council. In the case of a meeting convened by or at the request of three members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council.
- 27. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these presents for the time being vested in or exercisable by the Council generally.
- 28. The meetings and proceedings of any committee appointed by the Council under Article 23(Q) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under Article 23(Q).
- 29. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Council, or such committee or of any 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 Council.

MINUTES

30. The Council shall cause minutes to be duly entered in books provided for the purpose -
 - (A) of all appointments of officers;
 - (B) of the names of the members of the Council present at each meeting of the Council, and of any committee of the Council;
 - (C) of all orders made by the Council and committees of the Council;
 - (D) of all resolutions and proceedings of General Meetings and of meetings of the Council and committees.
31. Any such minutes of any meeting of the Council or of any committee of the Council, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

SEAL

32. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a committee thereof previously given, and in the presence of two members of the Council at least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

33. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
34. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
35. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum any member of the Council or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
36. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under these presents, entitled to receive such notices from the

Association: Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- (A) in case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (B) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

37. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

38. The business of an Annual General Meeting shall be -

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

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special. If any member has any proposal or any matter which he wishes to make or bring before an Annual General Meeting he shall give twenty-eight days' written notice thereof to the Secretary.

39. The President, or in his absence, or if there be no President then such Past-President or Vice-President as the members present may choose, shall be entitled to preside over every General Meeting of the Association.
40. If there be no President, past-President or Vice-President present within fifteen minutes after the time appointed for holding the meeting, or if no President, Past-President or Vice-President who is present will take the chair the members present may choose one of their number to be Chairman.
41. For all purposes the quorum of a General Meeting shall be five members personally present. No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.
42. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.
43. Every question submitted to a meeting shall be decided by a show of hands/unless before or on the declaration of the result of the show of hands a poll is demanded by the Chairman/or by at least five members present in person or by proxy/or by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. In case of an equality of votes the Chairman shall, both on a show of hands and at a poll, have a casting vote, in addition to the vote to which he may be entitled as a member. Every member other than an Associate shall have one vote and no more, whether on a show of hands or on a poll.

44. No member shall be entitled to vote or act as proxy if his subscription is in arrear for the space of one month.
45. At any General Meeting, unless a poll is so demanded as aforesaid, 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 or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
46. Subject to the provisions of Article 50, if a poll is demanded as aforesaid it shall be taken in such manner and at such time within fourteen days and at such place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
47. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation under its seal or under the hand of an officer or attorney duly authorised. Any instrument appointing a proxy may be printed or in writing, or partly printed or partly in writing and shall be as nearly as may be in the following form:-

“THE ASSOCIATION OF PUBLIC ANALYSTS

“ I,
 “of
 “being a member of the above Association, hereby
 “appoint
 “of
 “whom failing,
 “of
 “as my proxy to vote for me and on my behalf at
 “the Annual or Extraordinary or Adjourned (as
 “the case may be) General Meeting of the
 “Association to be held on the
 “of 19 , and at any adjournment
 “thereof.

“Signed by the said
 “this day of 19

48. No person shall act as proxy unless he is a member of the Association, and the instrument appointing a proxy together with the power of attorney under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than twenty-four hours before the time of holding the meeting or adjourned meeting at which he proposes to vote.
49. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
50. Any poll demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

51. 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 a poll has been demanded.

ACCOUNTS

52. The Council shall, in accordance with the requirements of section 147 of the Act, cause to be kept 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 the receipt and expenditure takes place;
 - (B) all sales and purchases of goods by the Association; and
 - (C) the assets and liabilities of the Association.
53. The books of account shall be kept at the office or (subject to subsection (3) of section 147 of the Act) at such other place or places as the Council think fit, and shall at all times be open to inspection by members of the Council.
54. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be from time to time imposed by the Association in General Meeting, the accounts and books of the Association shall be open to the inspection of the members at all reasonable times during business hours.
55. The Council shall from time to time in accordance with sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
56. A copy of every balance sheet (including every document required by law to be annexed thereto, which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors, to every member and to every holder of debentures, of the Association: Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

57. 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.
58. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.
59. The balance sheet shall be signed on behalf of the Council by two members of the Council, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Association in General Meeting and shall be open to inspection by any member.
60. Every account of the Council, when audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within six months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

NOTICES

61. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address.

62. Each member shall from time to time notify in writing to the Association an address in the United Kingdom which shall be deemed his registered place of address within the meaning of the last preceding clause. Only members who have named such an address shall be entitled to any notices.
63. Any notice required to be given by the Association to the members or any of them, and not expressly provided for by these presents, shall be sufficiently given if advertised once in one London morning newspaper.
64. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid and posted. A certificate in writing signed by the Secretary or other officer of the Association that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be sufficient evidence thereof.
65. The signature to any notice to be given by the Association may be written or printed.
66. Notice of every General Meeting shall be given in any manner hereinbefore authorised to the Auditors and to every member except those members who are disentitled under these presents to receive notices of General Meetings from the Association.
67. Every notice or application to the Council or the Secretary of the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every persons giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

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

ARBITRATION

69. If and whenever any difference shall arise between the Association and any of the members touching the construction of any of the Articles herein contained or any act, matter or thing made or done or to be made or done or omitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the statutes or any of them, such difference shall be forthwith referred to two arbitrators - one to be appointed by each party in difference - or to an umpire to be chosen by the arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Act 1950 or any statutory modification or re-enactment thereof for the time being in force.

WINDING UP

70. The provisions of clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the same were repeated in these presents.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JAMES FREDERICK CLARK
11 The Serpentine, Liverpool 19,
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

JACK HUBERT HAMENCE
"Hillview", 43 Westland Drive, Hayes, Kent
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

THOMAS McLACHLAN
Flat 25, 48 Porchester Terrace, London W2
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

HAROLD EDWARD MONK
31 Bower Mount Road, Maidstone, Kent
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

GEORGE TAYLOR
22 Rowan Walk, London N2
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

RUSSELL GIBSON THIN
60 Fountainhall Road, Edinburgh 9
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

ERIC VOELCKER
30 Queens Gate Gardens, London SW7
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

ERIC CHARLES WOOD
154 Newmarket Road, Norwich
PUBLIC ANALYST AND OFFICIAL AGRICULTURAL ANALYST

DATED THIS 11th day of November 1953

WITNESS to the above Signatures

D. V. HICKS
Flat 271,
The White House,
Regents Park,
London NW1

SECRETARY

THE ASSOCIATION OF PUBLIC ANALYSTS
BYE-LAW

As made by Council, April 12th, 1956

1. Election of Officers and Members of Council

By Article 12 of the Memorandum and Articles of Association as amended, the Council consist of the President, the Vice-President, not more than three past Presidents, the Honorary Secretary, the Honorary Treasurer, the Editor of the Bulletin and not more than twelve elected members; by Article 14 the President, Vice President and Past Presidents for the time being retire at the close of each Annual General Meeting of the Association but shall be eligible for re-appointment; by Article 16 one third of the elected members of Council, for the present 12 in number, retire each year. In exercise of the powers conferred by Article 23A of the Article of Association the Council make the following bye-law to regulate the election of Officers and Members of Council: -

- (a) The Honorary Treasurer, the Honorary Secretary, the Honorary Editor, and the Honorary Assistant Secretary shall retire annually but shall be eligible for re-election.
- (b) The Council shall at least two calendar months before the Annual General Meeting call for nominations to fill the vacancies caused by ordinary members of Council retiring at the forthcoming Annual General Meeting and shall specify the time within which such nominations are to be received by the Honorary Secretary, such a time being not later than three days before the Council referred to in Bye-law 1(c). Any such nominations shall be in writing and shall be signed by at least two members who may be members of Council, but no member shall nominate more than one candidate for election. Each nomination shall be accompanied by a signed statement that the nominee is willing to serve if elected.
- (c) At a meeting of the Council to be held at least one calendar month before every Annual General Meeting the Council shall name one candidate for election as President, one each for Vice-President, Honorary Treasurer, Honorary Secretary, Honorary Editor and Honorary Assistant Secretary, and not more than three Past Presidents, of whom one shall be the immediate Past President. The Council shall nominate for election as ordinary members of Council a sufficient number of members to make the total nominations, including those made under bye-law 1(b), equal to the number of vacancies and may nominate up to four more. In making these nominations the Council shall have regard to the geographical distribution of those members previously nominated in order to secure representations from as wide an area as possible.
- (d) The list of candidates for election as Officers and Ordinary members of Council together with details of the nominations and accompanied by a ballot paper bearing the names of the candidates shall be sent to each member of the Association at least 14 days before the Annual General Meeting. Every member may record his vote for an Honorary Officer or for an ordinary member of Council by making a cross against the names of candidates for whom he wishes to vote provided that no member shall vote for a larger number of candidates than are to be elected.
- (e) The election of Officers and members of Council at the Annual General Meeting shall be made by means of these ballot papers, which may be posted to the Secretary at least forty eight hours before the time appointed for the Annual General Meeting or may be handed in at the commencement of the Meeting. Each ballot paper shall be contained in an envelope marked "ballot paper" and signed on the outside by the member. The said envelopes shall be opened and all voting lists examined by two scrutineers who shall be appointed for the purpose at the Annual General Meeting. The several candidates shall be elected to Office or to the Council by a majority of votes, but in the case of equality of votes the Chairman at the Annual General Meeting shall have a casting vote.

Resolution of Council passed 16th January 2003

Council Quorum

The Council of the Association resolved, in accordance with powers vested in it by Article 24, that until the Council otherwise determine, that eight members of Council (Whether Officers or elected [“ordinary”] members, shall be a quorum. It was also resolved that the minutes should record the view of Council that, in order to ensure democratic representation, it would not be appropriate to reduce this number below eight without good cause.