

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**CAMPAIGN FOR REAL ALE LIMITED**

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1. In these articles:-

<b>"Articles"</b>	means these Articles of Association.
<b>"The Act"</b>	means the Companies Act 2006.
<b>"The Seal"</b>	means the Common Seal of the Company.
<b>"Secretary"</b>	means any person appointed to perform the duties of the Secretary of the Company.
<b>"United Kingdom"</b>	means Great Britain and Northern Ireland.
<b>"CAMRA"</b>	means The Campaign for Real Ale Limited.
<b>"National Executive"</b>	means the Directors of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any Statutory modification thereof in force at the date at which these Articles become binding.

2. The objects for which CAMRA is established are:-

- a. To protect the interests of all those who wish to drink real beer.
- b. To campaign for an improvement in the quality and variety of British beer.
- c. To draw to the attention of members and the general public those places where real beer can be found.
- d. To promote and foster activities concerned with the consumption of good quality beer.
- e. To campaign for the retention and reinstatement of the facilities of the traditional British pub including the public bar.

- f. To ensure in every manner possible that producers and retailers of beer act in the best interests of the customer.
  - g. To ensure that the knowledge and expertise of brewing real beer is kept alive.
  - h. To improve the standards of food, drink (whether intoxicating or not), service, hygiene and facilities in all establishments subject to the provisions of the Licensing Act 1964 or any subsequent similar legislation.
  - i. To publish and issue to members magazines or news letters.
  - j. To publish or sponsor the publication of books, articles, magazines, photographs, films, radio, television and internet content programmes or any similar material connected in any way with the items mentioned above, and to market them and otherwise assist in the collection and dissemination of information.
3. CAMRA is formed as a non-political body to pursue these aims.
  4. In furtherance of the above objects but not otherwise CAMRA shall have power:-
    - a. To purchase, acquire, sell, exchange and otherwise deal in any way, whatsoever with freehold, leasehold or other property, chattels and effects.
    - b. To borrow or raise or secure the payment of money in such manner and on such terms as may seem expedient.
    - c. To co-operate with and assist in any way, including the investment of monies, by way of purchase of shares or the making of loans, whether secured or unsecured, or in any other manner whatsoever, any other organisation or corporation or company which is sympathetic to the objects of CAMRA.
    - d. To participate in bank direct debiting schemes as an originator for the purpose of collecting membership subscriptions and any other amounts due to CAMRA; in furtherance of this, CAMRA may enter into any indemnity required by the banks upon whom direct debits are to be originated, and any such indemnity may be executed on behalf of CAMRA by its authorised company account signatories.
    - e. To invest in shares or otherwise in any organisation, company or corporation.
    - f. To undertake, encourage and provide finance for research or experimental work connected with the said objects or any of them.
    - g. To manufacture, sell, treat and deal in all kinds of services, commodities, substances, materials, articles and things.
    - h. To establish and support branches whose objects are the same as the objects of CAMRA and to supply or aid in the establishment and support of clubs or associations whose objects are sympathetic to the objects of CAMRA.

- i. To carry out all or any of the foregoing objects as principals or agents or in partnership, co-operation or conjunction with any person, firm, organisation, company or corporation and in any part of the world.
  - j. To do all such other things as may be incidental or conducive to the attainment of the said objects or any of them.
5. The income and property of CAMRA whencesoever derived shall be applied solely towards the promotion of the objects of CAMRA as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of CAMRA, providing that nothing herein contained shall prevent the payment of reasonable remuneration to any of the National Executive or other members for services actually rendered.
6. The liability of the members is limited.
7. Every member of CAMRA undertakes to contribute to the assets of CAMRA in the event of its being wound up while he is a member, or within one year after he ceases to be a member, in respect of the payment of the debts and liabilities of CAMRA 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 contributors amongst themselves, such amount as may be required not exceeding £1.
8. If upon winding up or dissolution of CAMRA 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 CAMRA but shall be given or transferred to some other institution or institutor having objects similar to the objects of CAMRA 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 CAMRA under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of CAMRA at or before the time of dissolution or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

## **MEMBERS**

9. The number of members with which CAMRA has been registered is unlimited.
10. No corporation may be a member of CAMRA, but clubs, associations and other organisations whose objectives are in keeping with the objectives of CAMRA may be deemed "affiliated bodies" by decision of the National Executive on payment of the fee from time to time set by the National Executive for affiliation and on registration of a representative member.
11. Such persons as the National Executive shall admit to membership shall be members of CAMRA on payment of a subscription of such sum as the members in a General Meeting may from time to time decide. The members in a General Meeting may stipulate types of membership and the payment appropriate to each type. Any member in arrears with payment of such subscription shall not be entitled

to any of the benefits of membership, and after being in arrears for one month shall be deemed to have resigned. Any member may resign at any time by notice in writing to the Registered Office of CAMRA, but shall not be entitled to repayment of any part of his/her subscription for any type of membership.

Application for membership of CAMRA shall be made on such form as shall from time to time be prescribed by the National Executive and shall be considered by the National Executive who shall not refuse to grant membership save for good reason.

Without prejudice to the foregoing CAMRA shall not at any time discriminate on the grounds of social status, politics, race, sex or religion.

The submission of an application for membership shall be regarded as an acknowledgement by the applicant that, if elected, he or she will abide by the Articles of CAMRA, a copy of which shall be available to every member subject to payment of the fee allowed by law, and by all the rules and regulations of CAMRA for the time being in force. .

12. No member may make any public statement or announcement in the name of CAMRA without the consent of the National Executive.
13. The National Executive shall have power to suspend from membership any person who does anything which is prime facie detrimental to the interests of CAMRA. The decision to suspend a person from membership shall be given to that person in writing within one week, and the person shall at the same time be given notice of the next meeting at the National Executive, which he/she may attend in order to state his/her case. If the person cannot attend, a written statement of case may be submitted, or if good reason for absence is given, the hearing of the case may be deferred until the next meeting of the National Executive. If the National Executive considers that a reasonable case has been made by the person suspended, it shall lift the suspension forthwith. If, on consideration of the case, the National Executive believes that the person's action was clearly detrimental to the interests of CAMRA, it shall have the power to expel the person from membership. Notice of a decision to expel a person from membership shall be given to that person in writing within one week, and at the same time the person shall be informed of the right to appeal to the General Meeting. Any person so expelled from membership may send a notice of appeal in writing to the Chairman of the National Executive and provided that such notice of appeal is received at least one week before a General Meeting, any such appeal shall be heard at the next General Meeting of CAMRA, and the person shall have the right to address the meeting but not to vote.

## **GENERAL MEETINGS**

14. CAMRA 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 the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of CAMRA and that of the next. The Annual General Meeting shall be held at such time and place as the National Executive shall appoint.
15. All meetings other than Annual General Meetings shall be called General Meetings. The National Executive may convene a General Meeting if they consider such a meeting necessary in the interests of CAMRA. A General Meeting shall also be convened by the National Executive (or, if there are no current members of the National Executive, by the Company Secretary or senior officer of CAMRA) within 90 days of the receipt at the Registered Office of CAMRA of a written requisition of

such a meeting signed by not less than 200 members or by one tenth of the membership (whichever is the lesser number). Such written requisition shall be accompanied by a sum of money sufficient to meet the cost of convening such a meeting.

If at any time there are not within the United Kingdom sufficient members of the National Executive capable of acting to form a quorum, any member of the National Executive capable or any other two members of the National Executive may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the National Executive.

#### **NOTICE OF GENERAL MEETINGS**

16. An Annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by giving not less than 14 days' notice in writing. 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 hour of the meeting and, in case of special business, the general nature of that business and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by CAMRA in a General Meeting, to such persons as are, under the Articles of CAMRA, entitled to receive such notices from CAMRA.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

18. All business shall be deemed special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting with the exception of consideration of the accounts, balance sheets, and the reports of the National Executive and Auditors, the election of members of the National Executive in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
19. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as hereinafter otherwise provided 100 members present in person shall form a quorum.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the National Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members then present shall be a quorum.
21. No business shall be transacted at any General Meeting except that included in the notice calling the meeting unless written notice shall be given to the Registered Office of CAMRA of the intention to raise that business at least forty-two clear days' notice before the date of the General Meeting or, if less than forty-nine days clear notice of the General Meeting shall have been given, within seven days of the giving of such notice.
22. The Chairman, if any, of the National Executive, shall preside as Chairman at every General Meeting of CAMRA, or if there is no such Chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the

meeting or is unwilling to act, the members of the National Executive present shall elect one of their number to be a Chairman of the meeting.

23. If at any meeting no member of the National Executive is willing to act as Chairman or if no member of the National Executive is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
24. The Chairman may solely at his own discretion or on the direction of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the notice of the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. 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 not less than 5 members present in person and having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of CAMRA 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.

26. Except as provided in article 25, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
27. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.
28. In case of an equality of votes, whether on a show of hands, or on a poll, the Chairman on the meeting shall be entitled to a second or casting vote.

#### **VOTES OF MEMBERS**

29. Every member shall have one vote.
30. A member of unsound mind or in respect of whom an Order has been made by a Court having jurisdiction in lunacy, may vote, by his Committee, receiver or curator bonis or other person in the nature of a Committee, receiver or curator bonis appointed by the Court.
31. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him to CAMRA have been paid.

#### **NATIONAL EXECUTIVE**

32. Unless a greater or lesser number is specified by an Ordinary Resolution carried at a General Meeting, there shall be 12 places on the National Executive.
33. The remuneration (if any) to be paid to any member of the National Executive shall be determined by the members in a General Meeting. The members of the National Executive shall be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in or about the business of CAMRA including their expenses of travelling to and from the National Executive or committee meetings.
34. No person shall, at the same time, be a member of the National Executive and an employee of CAMRA; provided that a General Meeting of CAMRA may authorise a member of the National Executive to be or become an employee of CAMRA; and an employee of CAMRA may continue in his employment if elected a member of the National Executive in accordance with these Articles. A member of the National Executive who is an employee of CAMRA shall retire as a member of the National Executive and may submit himself for re-election at every Annual General Meeting, but shall not be taken into account in determining the members of the National Executive who are to retire by rotation at such meetings.

### **BORROWING POWERS**

35. The National Executive may exercise all the powers of CAMRA to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of CAMRA or of any third party.

### **POWER AND DUTIES OF THE NATIONAL EXECUTIVE**

36. The business of CAMRA shall be managed by the National Executive who may pay all expenses incurred in promoting and registering CAMRA and may exercise all such powers of CAMRA as are not, by the Act or by these Articles, required to be exercised by CAMRA at a General Meeting, subject nevertheless to the provisions of the Act or those Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by CAMRA in General Meetings; but no regulation made by CAMRA in General Meetings shall invalidate any prior act of the National Executive which would have been valid if that regulation had not been made.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to CAMRA shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the National Executive shall from time to time by resolution determine.
38. The National Executive shall be empowered to form Committees or appoint Officers for any special purpose and may co-opt any member of CAMRA to undertake these tasks and these members shall be entitled to travelling and hotel expenses etcetera, as allowed to members of the National Executive under article 33.
39. The Chairman and any other 3 members of the National Executive shall be empowered to make emergency decisions in the interest of CAMRA without reference to a full meeting to the National Executive and such decisions shall be binding pending the next full meeting of the National Executive. Any such decision shall have to be ratified at the next properly convened meeting of the National Executive but the presumption shall exist that the decision is acceptable unless the circumstances are exceptional.

40. The National Executive shall cause Minutes to be made in books providing for the purpose:-
- (a) of all appointments of Officers made by the National Executive;
  - (b) of names of the members of the National Executive present at each meeting of the National Executive and of any Committee of the National Executive;
  - (c) of all resolutions and proceedings at all meetings of CAMRA and of the National Executive, and of Committees of the National Executive.
41. The National Executive shall be empowered to make rules and regulations which they consider to be in the interest of CAMRA which shall be binding on all members until revoked or countermanded by the members in General Meeting. Such rules and regulations shall not conflict with the Act or with the Articles.

#### **DISQUALIFICATION OF MEMBERS OF THE NATIONAL EXECUTIVE**

42. The Office of members of the National Executive shall be vacated if the member of the National Executive:-
- (a) becomes an employee of CAMRA other than in accordance with article 34 hereof; or
  - (b) becomes bankrupt or makes any arrangements or composition with his creditors generally; or
  - (c) becomes prohibited by law from being a member of the National Executive; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to CAMRA; or
  - (f) ceases to be a member of CAMRA; or
  - (g) is removed by resolution in General Meeting pursuant to section 168 of the Act or according to article 49 hereunder; or
  - (h) is directly or indirectly interested in any contract with CAMRA and fails to declare the nature of his interest in a manner required by section 177 of the Act.

A member of the National Executive shall not vote in respect of any contract in which he is interested or any matter arising there out after declaring his interest and if he does so vote his vote shall not be counted.

#### **ROTATION OF THE MEMBERS OF THE NATIONAL EXECUTIVE**

43. The election for membership of the National Executive shall take place at each Annual General Meeting of CAMRA. For each resolution to fill a place on the National Executive, each member shall have one vote; thus each member is entitled to as many votes as there are vacant places on the National Executive but is not required to exercise all or any such votes. The ballot shall be declared by simple majority, with the candidate polling the highest number of votes being declared elected to the vacant places in descending order of number of votes. No member of the National Executive elected at a General Meeting shall hold office for more than three years without retiring. In each year, one-third of the members of the National Executive (or if their number is not three or a multiple of three, then the number nearest one-third) shall retire from office. The members of the National Executive to retire in any one year shall be those who will have held office for three years since their last election, then, to make up the one-third or number nearest one-third, those who have been in office longest since their last election. As between members of the National Executive elected as such on the same day,



those to retire shall be determined by agreement between such members, or, if there is no such agreement, shall be those who received the least number of the votes cast for any candidate elected at the election. The computation of the members of the National Executive to retire at any Annual General Meeting follows this formula:

- a) Any member of the National Executive who is also an employee of CAMRA must retire at each Annual General Meeting.
  - b) Any member co-opted by the National Executive must retire at the Annual General Meeting following his/her co-option.
  - c) Take one third of the remaining number of members, or the number nearest one third (e.g. 4 of 11; 3 of 10; 3 of 8; 2 of 7 etc.).
  - d) Any member who will have been in Office for three years since his/her last election must retire.
  - e) The number to retire is then made up to the one-third or number nearest one-third by the length of service agreement/least votes formula e.g. if the three next longest serving members of the National Executive have all held office for two years, and two must retire, the three may agree unanimously among themselves which two shall retire, but failing this agreement, the two polling the least votes when elected shall retire.
44. Any retiring member of the National Executive whether elected at an Annual General Meeting or co-opted shall be eligible for re-election.
  45. The members of CAMRA at the meeting at which a member of the National Executive retires in accordance with articles 43 or 34 may fill the vacated office by electing a person thereto, and in default, the retiring member of the National Executive shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the National Executive shall have been put to the meeting and lost.
  46. No person shall be eligible for election to the office of Member of the National Executive at any General Meeting unless not less than 42 or more than 60 days before the date appointed for the meeting, there shall have been left at the Registered Office of CAMRA notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
  47. CAMRA may from time to time by ordinary resolution increase or reduce the number of members of the National Executive and may also determine in which rotation the increased or reduced number is to go out of office.
  48. The National Executive shall have power at any time to co-opt any person to be a member of the National Executive so long as the number of members of the National Executive shall not thereby come to exceed the number fixed in accordance with article 32 above. Any member of the National Executive so appointed shall hold office only until the next following Annual General Meeting, and shall then retire and be eligible for re-election, but shall not be taken into account in determining the number of members of the National Executive who are due to retire by rotation in accordance with article 43 above.
  49. By ordinary resolution at a General Meeting, of which notice has been given according to section 168 of the Act, CAMRA may remove any member of the National Executive from that office. This removal from office shall take effect

immediately, notwithstanding anything in these Articles, or in any agreement or contract between CAMRA and the member of the National Executive so removed from office, but shall be without prejudice to any rights that member may have either under any agreement or contract with CAMRA or generally at law.

50. If the removal from office of a member of the National Executive by resolution according to article 49 above occurs at an Annual General Meeting, the vacancy so created shall be filled in the normal course of election of members of the National Executive under article 43 above. If the removal from office occurs at any General Meeting, the meeting may by ordinary resolution (of which due notice has been given under articles 14 and 21 above) appoint a person to fill any vacancy so created, and that person's term of office as a member of the National Executive shall be as stated under article 43 above. If no appointment to any vacancy so created is made at a General Meeting, the National Executive shall have power according to article 48 above to co-opt a person to fill the vacancy, except that it may not co-opt the person dismissed from office under article 49 above.

### **PROCEEDINGS OF THE NATIONAL EXECUTIVE**

51. The National Executive may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. The Secretary shall on the requisition of the Chairman or four other members of the National Executive at any time summon a meeting of the National Executive. At least six days' clear notice shall be given of such a meeting. It shall not be necessary to give notice of a meeting of the National Executive to any member of the National Executive for the time being absent from the United Kingdom.
52. The Chairman of any meeting of the National Executive shall be the Chairman presiding at the previous meeting of the National Executive or such other person as the National Executive may appoint by a majority vote at any meeting from time to time. Any member of the National Executive who ceases to be a member of the National Executive shall automatically cease to be Chairman.
53. The quorum necessary for the transaction of the business of the National Executive shall be fixed by the National Executive at a figure being not less than four.
54. The continuing members of the National Executive may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of CAMRA as the necessary quorum of members of the National Executive, the continuing members of the National Executive or member of the National Executive may act for the purpose of increasing the number of members the National Executive to that number, or of summoning a General Meeting of CAMRA, but for no other purpose.
55. If the Chairman is not present within 15 minutes after the time appointed for holding a meeting of the National Executive, the members of the National Executive present may choose one of their number to be Chairman of that meeting.
56. The National Executive may delegate any of its powers to Committees consisting of such member or members of CAMRA as they think fit, and any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the National Executive.

57. Any member of CAMRA may be invited by the Chairman to attend a meeting of the National Executive subject to the approval of the members of the National Executive at that meeting.
58. A Committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
59. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
60. All acts done by any meeting of the National Executive or of a Committee of the National Executive or any Committee of the National Executive and ordinary members of CAMRA or by any person acting as a member of the National Executive shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the National Executive or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the National Executive.
61. A Resolution in writing signed by all the members of the National Executive for the time being entitled to receive notice of a meeting of the National Executive shall be as valid and effectual as if it had been passed at a meeting of the National Executive duly convened and held.
62. No decision at a meeting of the National Executive shall be rescinded at any future meeting of the National Executive unless notice of the intention to rescind the same shall have been given in the notice convening such meeting or unless two-thirds of those present being in number not less than four shall agree to waive the need for such notice.
63. Business to be conducted at each meeting of the National Executive shall, whenever practicable, be stated on the notice convening the meeting. Business of which notice has not been given on the convening notice shall not be transacted at the meeting except with the consent of at least three-fourths of those persons present, being in number not less than four.

#### **SECRETARY**

64. The Secretary, who shall not be also a member of the National Executive, shall be appointed by the National Executive for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the National Executive and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the National Executive and as, or in place of, the Secretary.

#### **THE SEAL**

66. The National Executive shall provide for the safe custody of the Seal, which shall only be used by the authority of the National Executive or of a Committee of the National Executive authorised by the National Executive in that behalf, and every instrument to which the Seal shall be affixed, shall be countersigned by the Secretary or by a second member of the National Executive or by some other person appointed by the National Executive for that purpose.

## **ACCOUNTS**

67. The National Executive shall cause proper books of accounts to be kept with respect to:-
- (a) All sums of money received and expended by CAMRA and the matters in respect of which the receipt and expenditure takes place;
  - (b) All sales and purchases of goods by CAMRA; and
  - (c) The assets and liabilities of CAMRA.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of CAMRA's affairs and to explain its transactions.

68. The books of account shall be kept at the Registered Office of CAMRA or subject to Section 388 of the Act at such other place or places as the National Executive think fit, and shall always be open to inspection of the National Executive.
69. The National Executive shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of CAMRA or any of them shall be open to the inspection of members not being members of the National Executive, and no member, not being a member of the National Executive, shall have any right of inspecting any account or book or document of CAMRA except as conferred by statute or authorised by the National Executive or by CAMRA in General Meeting.
70. The National Executive shall from time to time in accordance with Sections 394, 398 and 415 of the Act cause to be prepared and to be laid down before CAMRA in General Meetings such profit and loss accounts, balance sheets, group accounts (if any) and reports as referred to in those sections.
71. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before CAMRA in General Meeting together with a copy of the Auditors' Report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debenture of, CAMRA. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address CAMRA is not aware or more than one of the joint holders of any debentures.

## **AUDIT**

72. Auditors shall be appointed and their duties regulated in accordance with sections 475 to 479 of the Act.

## **NOTICES**

73. A notice may be given by CAMRA to any member either personally or by sending it by post to him or to his registered address, if any, within the United Kingdom supplied by him to CAMRA for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice, and to have been effected in the case of notice of a meeting posted by first or second class post at the expiration of 72 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notices of General Meetings shall be deemed to be sufficiently served if incorporated in, included with or annexed to any magazine circulated by CAMRA to the whole of its membership.

74. Notice of any General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to CAMRA an address within the United Kingdom for the giving of notice to them.
  - (b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) The Auditor for the time being of CAMRA.

#### **MEANS OF COMMUNICATION TO BE USED**

75. Anything sent or supplied by or to CAMRA under the Articles may be sent or supplied in any way in which the Act provides for documents or information which is authorised or required by any provision of that Act to be sent or supplied by or to CAMRA.
76. Any notice or document to be sent or supplied to a member of the National Executive in connection with the taking of decisions by members of the National Executive may also be sent or supplied by the means by which that member of the National Executive has asked to be sent or supplied with such notices or documents for the time being.
77. A member of the National Executive may agree with CAMRA that notices or documents sent to that member of the National Executive in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.