

Elizabeth the Second by the Grace of God of United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the Association incorporated under the Companies Acts and commonly known as The Historical Association has petitioned Us for a Charter of Incorporation.

AND WHEREAS We have taken the said Petition into our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE THAT WE by virtue of Our Prerogative Royal and of Our special grace, certain knowledge and mere motion do hereby for Us, Our Heirs and Successors grant, direct, appoint and declare as follows:

1. The persons now members of the said Association (hereinafter referred to as the former Association) and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of The Historical Association (hereinafter referred to as the Association) and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The objects for which the Association is established are to advance the study and teaching of history.
3. In furtherance of the objects but not otherwise the Association may exercise the following powers:
 - (a)
 - (i) To support the claims of history as an essential element in the education of all, and to press for improved conditions and methods of instruction wherever history is taught.
 - (ii) To develop public interest in all aspects of history and to establish contact between historians, history teachers and the general public.
 - (iii) To collect and distribute among the members of the Association and others information for historical study and methods of teaching history.
 - (iv) To represent to Her Majesty's Government, its administrative departments and other authorities concerned with or having control of education, the interests of history and the opinions of its teachers in regard to the study and teaching of history.
 - (v) To produce, prepare, edit, publish and distribute books, journals, pamphlets, articles and other publications in written or other form dealing with historical subjects or with the study or teaching of history.
 - (vi) To organise and conduct instruction in history and the teaching and study of history, and to promote and encourage research in all branches of history and enter into necessary contracts in these respects.
 - (vii) To encourage and assist in the preservation and publication of historical records.
 - (viii) To organise and conduct for members of the Association and others tours and expeditions to places of historical interest.
 - (ix) To form and maintain a library or libraries of historical and other literature.
 - (x) To promote and hold conferences, meetings, lectures, exhibitions and debates on historical subjects or on any topic connected with history or the study and teaching thereof.

- (xi) To establish or to assist in the establishment of scholarships, prizes, grants, endowments and awards to individuals and bodies studying or teaching history.
 - (xii) To co-operate for common objects with any organisations established for charitable purposes with which it shall seem desirable.
 - (xiii) To organise branches in any part of the world.
 - (xiv) awarding the professional designation of Chartered Teacher of History, allowing the use of the appropriate postnominals
 - (xv) creating and holding a register of Chartered Teachers of History
 - (xvi) However the Association shall not award the professional designation of Chartered Status for historians unless the By-Laws shall be changed so to allow.
- (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
 - (c) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
 - (d) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
 - (e) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
 - (f) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
 - (g) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

Provided that the Association shall not support with its funds any objects, 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, 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 Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees 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 courts or the Charity Commissioners over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. 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 Charter, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, or prevent the payment of interest at a rate not exceeding 5 per cent *per annum* on money lent or reasonable and proper rent for premises demised or let by any member to the Association or the issue of the publications of the Association to subscribing members at their cost price; but so that no member of the Council of Management 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 repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water cable or telephone company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The assets and liabilities of the former Association including any property and moneys held on behalf of or in trust for the former Association by any person or persons or body politic or corporate shall from the date of these Presents become and be deemed to be the property and moneys of the Association and, as soon as may be, shall be formally transferred to the Association or such person or persons on its behalf as the By-laws or the Rules may prescribe. Likewise, the continuing contracts of the former Association shall be assigned to the Association as from the date of these Presents or such date as the Council of Management shall decide.
6. 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; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditors or Examiners.
7. The members may, by a resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the provisions of these Presents but no such revocation, amendment or addition shall, when approved by Us, Our heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to these Presents as revoked, amended or added to in manner aforesaid.
8. The members may, by a resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the By-laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence,
9. The members may, by a resolution passed at any meeting by not less than two-thirds of the members present and voting, determine to surrender this Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Association in such manner as shall be determined by such resolution or, in default of such direction, as the Court shall think expedient having due regard to the liabilities of the Association for the time being, and if, on the winding up or the dissolution of the Association, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association or associations having objects similar to the objects of the Association which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Association by these Presents, such association or associations to be determined by the members at or before the time of dissolution.

8. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of The Association any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

In Witness whereof We have caused Our Letters to be made Patent.

Witness Ourselves at Westminster theday of 200in the year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

BY-LAWS

GENERAL

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

WORDS	MEANINGS
The Association	– The above-named Association
The Council	– The Council of Management for the time being of the Association
Office	– The registered office of the Association
Month	– Calendar month
In writing	– Written, printed and other modes of representing or reproducing words in a permanent visible form
Honorary Officers	– the President, the Deputy President, the Honorary Secretary and the Honorary Treasurer
Ordinary Members of Council	– the national representatives and branch representatives respectively

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

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

MEMBERS

2. The members shall comprise up to twelve Honorary Vice Presidents, Fellows, Honorary Fellows, Centenary Fellows, Chartered Teachers of History, Ordinary members and Institutional members.
3. The number of members is unlimited.
4. Every person who wishes to become a member of the Association shall deliver to the Association an application for membership in such form as the Council may require executed by him.
5. Such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. All persons interested in history or the study and teaching thereof shall be eligible for membership of the Association.
7. Any person eligible for membership of the Association and desiring to be admitted as a member thereof shall complete and deliver to the Association an application for membership in such form as the Council may from time to time determine and shall, subject as hereinafter provided, enclose with such application the amount of the annual subscription. Organisations may apply for institutional membership in the same way and may nominate a representative to exercise the rights and privileges of membership.
8. The Council shall have discretion to refuse any application for membership and to exclude any member of the Association.
9. The name of any person admitted to membership shall forthwith be entered in the register of members.
10. The annual subscription payable by a member shall be that amount to be decided by the Council for each year and any rights of membership shall be included in the Regulations.
11. Members ceasing to be members of the Association shall not then be entitled to repayment of any part of any annual or compounded subscription paid by them and they shall remain liable to pay to the Association any sums which shall have become due from them before they ceased to be members.

12. Members shall cease to be members

- (a) upon the expiration of one month's notice in writing by such members of their intention to withdraw from the Association;
- (b) if they shall fail to pay the amount of any annual subscription within the period of grace given by the Council in any year once the subscription is due and provided that notice shall have been served on them in manner required.

13. Register of Chartered Teachers of History

The Council shall have the power to admit to the Register of Chartered Teachers of History any person who has complied with the conditions below:

- (a) has current personal membership of the Historical Association
- (b) has a first degree in History or a degree where History is a significant component, or, in the case of a degree in a subject other than History, or equivalent qualification, evidence of substantial development of appropriate expertise in the subject
- (c) shows evidence of continuing postgraduate involvement with the subject
- (d) has a minimum of four years' experience in a relevant professional context [pro-rata for those in part-time employment]. For those who do not have QTS, six years relevant and demonstrable experience will be required
- (e) provides evidence of effectively collaborating and working with colleagues and others in developing teaching and learning of the subject and of contributing to the professional development across the History community
- (f) accepts the principles of the code of professional conduct

If admitted, such Registrants may use the designation 'Chartered Teacher of History' and the abbreviation 'CTH' according to Regulations prescribed by the Council and while registered shall pay such annual registration fees as shall be required of them, shall abide by a code of professional conduct, shall comply with the requirements for Continuing Professional Development and shall be subject to a disciplinary procedure.

The Council shall constitute a Registration Authority, which shall create, maintain and administer the Register of Chartered Teachers of History and shall prepare, publish and review such procedures and codes and rules as shall be required.

The Council shall appoint a Registration Board which shall be responsible for recommending to Council

- (g) the development and application of criteria for admission to the Register (based upon initial graduate qualifications, expertise and experience appropriate to the role and status of good teachers of History and the commitment to undertake continuing professional development and to abide by a code of professional conduct
- (h) the acceptance or rejection of those applying for admission to the Register
- (i) the decisions following its investigation of all complaints about Registrants

BRANCHES

14. Branches of the Association may be established in such places in any part of the world as the Council may from time to time determine and any member of the Association shall be eligible to join one branch of the Association. A branch is required to forward to the office a copy of its annual programme, an annual report on its work, a copy of its balance sheet and such other accounting returns as the Council may require.

15. The constitution and functions of branches, the meetings of and subscriptions payable by their members, the election of their officers and committees, and the powers and duties of such officers shall subject to the following provisions of these By-Laws be regulated by the model constitution for branches promulgated by the Council from time to time ('the model form'). Subject to the written approval of the Council a branch may adopt a constitution other than in 'the model form' provided that nothing in such constitution shall conflict or be inconsistent with the provisions of this Charter and By-Laws.

16. Branches may recruit associates on such terms as they shall see fit, and may retain the whole of any associate subscription for branch funds but no such associate shall be a member of the Association or entitled to receive notice of or to attend or vote at any General Meeting of the Association.

GENERAL MEETINGS

17.
 - (a) A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.
 - (b) The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary Meetings.
 - (c) Extraordinary Meetings may be called by a simple majority of members of the Council, or by application by a minimum of 25 members of the Association.
18. In respect of General Meetings, twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these By-Laws entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or business undertaken, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Council and of the Auditors or Examiners, the election of officers and members of the Council in the place of those retiring, and the appointment of the Auditors or Examiners.
20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The number of members personally present to form a quorum shall be decided by the Council and recorded in the Regulations.
21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the Chairholder shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
22. The President of the Association shall preside as Chairholder at every General Meeting, but if there be no President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
23. The Chairholder may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
24. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairholder or by at

least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairholder of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

25. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairholder of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. No poll shall be demanded on the election of a Chairholder of a meeting, or on any question of adjournment.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairholder of the meeting shall be entitled to a second or casting vote.
28. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

29. Subject as hereinafter provided, every member shall have one vote.
30. Save as herein expressly provided, no person other than members duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of membership, shall be entitled to receive notice of or to be present or to vote on any question either personally or by proxy at any General Meeting.
31. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporate member may vote on a show of hands. A corporate member may vote by its duly authorised representative.
32. The instruments appointing proxies shall be in writing under the hands of the appointors or their attornies duly authorised in writing, or if such appointors are corporations under their common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.³⁵Any instrument appointing a proxy shall be in the form or as near thereto as circumstances will admit as shown in the Regulations.

HONORARY OFFICERS

36. There shall be a President, a Deputy President, an Honorary Secretary and an Honorary Treasurer of the Association, all of whom shall be members of the Association. The President shall hold office for the term of three years, the Deputy President three years, not renewable in either case. The term of office of the President and Deputy President should not run concurrently. The Honorary Secretary and the Honorary Treasurer shall hold office for a period of three years, renewable for one further period of three years, provided that they remain members of the Association. Neither the Honorary Secretary nor the Honorary Treasurer may serve for longer than six years consecutively, and an Honorary Secretary or Honorary Treasurer who has served six consecutive years shall not be eligible for re-election until at least a year has passed from the expiry date of their term of office. The Honorary Officers shall be liable at any time to be removed from office by an Extraordinary Resolution of the Association.

37. On the completion of the period of office of the President or Deputy President, the Honorary Secretary or the Honorary Treasurer for the time being the Association shall by Ordinary Resolution fill the vacated office by a vote of the members of the Association in General Meeting.

COUNCIL OF MANAGEMENT

38. The Council, being not less than ten and not more than forty members, shall comprise the following:
- (i) The President, the Deputy President, the Honorary Secretary, the Honorary Treasurer and other officers and such number of elected national and branch representatives as Council shall decide according to provisions provided in the Regulations.
 - (ii) Those co-opted by Council on a year by year basis up to four members who have expertise or experience which it considers to be desirable.
39. Each elected or co-opted member of the Council shall have one vote on each matter of business at each Council meeting. Council may invite Observers to attend Council meetings from time to time but such Observers shall not be entitled to speak or to vote.
40. To fill casual vacancies the Council may from time to time and at any time appoint any member of the Association to be (a) President, Deputy President, Honorary Secretary or Honorary Treasurer; and (b) an ordinary member of the Council if the vacancy is a vacancy for an ordinary member. Any persons so appointed shall hold office only until the date when their predecessors would have retired but shall then be eligible for re-election. Provision for the rotation of Council members shall be included in the Regulations.
41. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.
42. Each elected and co-opted member of the Council shall automatically be a trustee of the charity where the Association is registered with the Charity Commission as such.

POWERS OF THE COUNCIL

42. The business of the Association shall be managed by the Council who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by these By-Laws required to be exercised or done by the Association in General Meeting.
43. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be less in number than the minimum number prescribed by or in accordance with these By-Laws, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

44. The office of a member of the Council shall be vacated at Council's discretion if:
- (a) a receiving order is made against one of them or they make any arrangement or composition with their creditors, or other provisions of Section 72 of the Charities Act 1993 or any successor Act apply,
 - (b) they become of unsound mind,
 - (c) they cease to be members of the Association,
 - (d) by notice in writing to the Association they resign their office,
 - (e) they absent themselves from meetings of the Council during a continuous period of twelve months without special leave of absence from the Council,
 - (f) they shall, in the opinion of the Council, through some activity cause the reputation or good name of the Association to be brought into disrepute.

PROCEEDINGS OF THE COUNCIL

45. The Council members may meet together in person or electronically for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the President or other Chairholder shall have a second or casting vote.
46. Any member of the Council may, if supported in writing by four other members, request a meeting of the Council and on that request, the Chief Executive shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.
47. The President shall be entitled to preside at all meetings of the Council when present, but if at any meeting the President be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairholder of the meeting. When the President cannot fulfil any duties, the Deputy President shall substitute.
48. The Council may delegate any of their powers to committees consisting of such member or members of the Association as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these By-Laws for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairholder of such meeting, or by the Chairholder of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
51. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

52. The Council shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place,
 - (b) all sales and purchases of goods by the Association, and
 - (c) the assets and liabilities of the Association.
53. The books of account shall be kept at the office or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
54. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.
55. Once at least in every year the Council shall lay before the Association in General Meeting financial statements for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Council and a report of the Auditors and a copy of such account, balance sheet and reports shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings.

AUDIT OR EXAMINATION

56. 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 Auditors or Independent Examiners.

NOTICES

57. A notice may be served by the Association upon any member, either personally or by sending it through the post or electronically addressed to such member at the registered address as appearing in the register of members.
58. Any members described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice served electronically shall be deemed to have been received within twenty-four hours of its being sent to such address as appears in the register of members.