

THE COMPANIES ACT, 1948.

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

---

## **Memorandum**

(As altered by Special Resolutions dated the 21<sup>st</sup> September, 1945, the 10<sup>th</sup> March, 1950, the 21 February 1963 and the 17<sup>th</sup> November 2007).

AND

## **Articles of Association**

(Adopted by Special Resolution passed on the 1<sup>st</sup> July, 1943 as altered by Special Resolutions passed on the 21<sup>st</sup> September, 1945, 17<sup>th</sup> September 1958 and the 21<sup>st</sup> February 1963).

OF

# THE ARMY CADET FORCE ASSOCIATION

---

(Incorporated the 26<sup>th</sup> day of October, 1934)

**LONGMORES,**  
Hertford,  
Herts.

No. 293432



## Certificate of Incorporation

---

I HEREBY CERTIFY that

### THE BRITISH NATIONAL CADET ASSOCIATION

(the word "Limited" being omitted by Licence of the Board of Trade) is this day  
Incorporated under the companies Act, 1929, and that the Company is LIMITED.

Given under my hand at London this Twenty-sixth day of October, One thousand  
nine hundred and thirty-four.

W. A. McKEARS,

Assistant Registrar of Companies.

No. 293432



## Certificate of Incorporation

OF CHANGE OF NAME

\_\_\_\_\_

I HEREBY CERTIFY that:

THE BRITISH NATIONAL CADET ASSOCIATION

having, with the sanction of a Special Resolution of the said Company and with the approval of the Board of Trade, changed its name, is now called

THE ARMY CADET FORCE ASSOCIATION

and I have entered such new name on the Register accordingly.

GIVEN under my hand at London this nineteenth day of October, One thousand nine hundred and forty-five.

W. A. STUART.

for Registrar of Companies.

## INDEX

	PAGE
MEMORANDUM OF ASSOCIATION	1
ARTICLES OF ASSOCIATION	
General	7-8
Members	9-11
General Meetings	11-12
Proceedings at General Meetings	12-14
Votes of Members	14-15
Council	15-16
County Members	16
Territory Members	16-17
Ordinary Members	17
Vice Chairman	17-18
Alternative Members to the Council	18
Powers of the Council	18-19
Vice Presidents	19
Committees and Sub-Committees	19-20
Resolutions or Rules	20
Disqualification of Members of the Council	21
Rotation of Members of the Council	21
Proceedings of the Council	22-23
Accounts	23
Audit	24
Notices	24

The Companies Act, 1929.

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

## **Memorandum of Association**

OF

### **THE ARMY CADET FORCE ASSOCIATION**

(As altered by Special Resolutions dated the 21<sup>st</sup> September, 1945, the 10<sup>th</sup> March, 1950, the 21<sup>st</sup> February, 1963 and the 17<sup>th</sup> November 2007).

---

---

1. The name of the Company (hereinafter called "the Association") is "THE ARMY CADET FORCE ASSOCIATION".

2. The Registered Office of the Association will be situate in England.

3. Throughout this Memorandum and Articles of Association, "charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

Note. – Name changed to "The Army Cadet Force Association" by Special Resolution passed 21<sup>st</sup> September, 1945.

Note. – Added by Special Resolution passed 17<sup>th</sup> November 2007.

4. The objects for which the Association is established are:-

- (A) To acquire or take over and carry on the undertaking and all or any of the real and personal property of the British National Cadet Association (an unincorporated body), and to undertake all or any of the liabilities of the said British National Cadet Association and to develop, complete, organise and maintain its undertaking.
- (B) To give mental, moral and physical training to boys and so to form the character of each as to enable him to make a good start in life, to develop in them principles of patriotism and good citizenship, and to fit them, in the event of national emergency, to take their place in the defence of home and country.

- (C) To promote, form, foster and maintain units of the Army Cadet Force in Great Britain, Northern Ireland, the Isle of Man and the Channel Islands.
- (D) To foster interest in cadet matters in any Cadet Organization which is recognised by the Government of any Commonwealth country or Colonial Territory.
- (E) To assist in giving mental, moral and physical training to boys and to advise Government Departments within the Commonwealth on the service of youth.
- (F) To undertake, perform and carry on either directly or indirectly or to assist in performing and carrying on all or any of the administrative and other duties formerly performed by the War Office, The Council of County Territorial Associations, and the County Associations in relation to cadet units and associations.
- (G) To receive subscriptions, donations and other assistance from persons interested in the objects of the Association.
- (H) 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.
- (I) 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.
- (J) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (K) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (L) 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 moneys 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.
- (M) To lend money to such persons, associations or companies and on

such terms as may seem expedient and in particular to persons, associations or companies engaged in or connected with the cadet movement in any Commonwealth Country or Colonial Territory, and to guarantee the performance of contracts by any such persons, associations or companies.

- (N) To grant pensions, allowances, gratuities and bonuses to employees and ex-employees of the Association or the dependants or connections of such employees, and to establish, support, contribute to or aid any superannuation or bonus scheme, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons provided that no such pension, allowances, gratuities or bonuses shall be paid directly or indirectly to any person who is a member of the Federal or governing body of the Association, or to any persons who are or may have been members of the Association, unless such persons shall have been for upwards of 12 years officers or servants of the Association and would, if they had never been members of the Association, be entitled to benefit under the provisions of this clause in return for services actually rendered to the Association.
- (O) 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.
- (P) To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

Note. – As altered by Special Resolution passed 10<sup>th</sup> March, 1950.

PROVIDED ALWAYS AND IT IS HEREBY DECLARED  
that:-

“(1) The Association is established for charitable purposes only within the legal meaning of that phrase and its property and income shall be held and applied for those purposes only, and

(2) All the objects and powers of the Association as set forth in this Memorandum of Association shall be construed as limited by the foregoing terms of this proviso which shall be treated as overriding in effect and as governing all the provisions of this Memorandum of Association notwithstanding anything expressed or implied therein to the contrary”.

Note. – Added by Special Resolution passed 10<sup>th</sup> March, 1950.

Provided 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 the Board of Education, 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 of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education 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.

5. The income and property of the Association, whencesoever derived, shall be applied solely toward the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; 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.

6. No addition, alteration or amendment shall be made to or in the regulations contained in the 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.

7. The fifth and sixth paragraphs of the Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act, 1929.

8. The liability of the members is limited.

9. 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 amongst themselves, such amount as may be required not exceeding £1.

10. 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 among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, 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 such provision, then to some charitable object.

11. Nothing in this Memorandum & Articles of Association shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005

12. 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 in force, such accounts shall 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 balance sheet ascertained by one or more properly qualified Auditor or Auditors.

Note. – Added by Special Resolution passed 17 <sup>th</sup> November 2007.
--

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

ALLENBY, F.M.,  
24, Wetherby Gardens, W. W. 5.

HUGH SANDHAM JEUDWINE, Lt. Gen. (retd.)  
Glendairn, Camberley, Surrey.

CHARLES DESBOROUGH BURNELL, Lt. -Col.,  
Wedmore, Remenham Hill, Henley-on-Thames.  
Stockbroker.

PHILIP CARLEBACH, Colonel,  
88, Greencroft Gardens, N. W. 6.

THOMAS OWEN MOSTYN FFOULKES,  
35, South Croxted Road, S. E. 21, Chief Staff Officer,  
Church Lads Brigade.

JOHN HUCK, C/Lt. -Col. (Major, late T. A.),  
15 Clifton Road, Crouch End, N. 8, London,  
Headmaster, Stationers Company's School.  
Hornsey, N. 8.

LAWRENCE EDWARDS, Cadet Lieut. -Col.,  
Meadhurst, Gosforth, Newcastle-on-Tyne.

---

DATED this 9<sup>th</sup> day of October, 1934.

WITNESS to the above Signatures:-

ARTHUR THOMAS BERNARDO,  
BIGNOLD DE COLOGAN, LT. -Col.,  
67, Watling Street,  
London, E. C. 4.

Secretary.

**The Companies Act, 1948**

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**Articles of Association**

OF

THE ARMY CADET FORCE ASSOCIATION.

(Adopted by Special Resolution passed on the 1<sup>st</sup> July, 1943,  
as altered by Special Resolutions passed on the 21<sup>st</sup> September 1945, 17<sup>th</sup>  
September 1958 and the 21<sup>st</sup> February 1963)

---

---

GENERAL

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

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act, 1948
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Association.
The Council	The Committee of Management for the time being of the Association.
Member	A Representative member or an Ordinary Member but not an Honorary Member nor an Associate.
Office	The Registered Office of the Association.

<b>WORDS</b>	<b>MEANINGS</b>
Seal	The Common Seal of the Association.
United Kingdom	The United Kingdom of Great Britain and Northern Ireland and the Isle of Man.
Territory	Any one of the following namely either Scotland or Wales or Northern Ireland.
Lord Lieutenant	Shall include the Lord Mayor or Lord Provost of any City.
County	Any district consisting of one or more Counties, Cities or County Boroughs, in the United Kingdom which the Council shall recognise as an administrative unit.
County Cadet Committee	A Committee formed by the Lord Lieutenant of a County at the request of the Army Council for the purpose of administering the Army Cadet Force or (in the event of such Committee ceasing to exist or ceasing to be recognised by the Army Council or the Association) a Committee appointed or recognised by the Association to regulate the Cadet Movement in a county.
Cadet Unit	Any platoon, company battalion or other formation of boys established for the purposes set out in Clause 3 (B) of the Memorandum of Association in the United Kingdom, or in any of the British Dominions, Colonies, Mandated Territories, Protectorates, or other areas recognised as a British sphere of influence.
Enrolled Cadet unit	A Cadet Unit duly enrolled or deemed to be enrolled under the Association in accordance with the provisions of Article 49.
Month	Calendar month.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

## **MEMBERS**

2. The number of the Members of the Association at the date of the adoption of these presents as the Articles of Association of the Association is unlimited.
3. The provisions of Section 110 of the Act shall be observed by the Association, and every Member of the Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
4. There shall be two classes of Members, namely:-
  - (A) Representative Members.
  - (B) Ordinary Members.
5. Representative members:-
  - (A) Each County Cadet Committee shall be entitled to nominate three Representative members, of which one shall hold office as a Member of that County Cadet Committee, one shall hold the office of the Cadet Commandant for the County represented by that County Cadet Committee and one shall hold the office of Secretary of or some other office under that County Cadet Committee.
  - (B) Every such nomination shall specify the name of the person nominated as a Representative Member and the office held by such person and by virtue of which he is nominated and shall be in writing signed on behalf of the County Cadet Committee by the Chairman or the Secretary thereof and shall be lodged at the office.
  - (C) No such nomination by a County Cadet Committee shall take effect unless and until the same shall have been approved by a resolution of

the Council and unless and until the person nominated shall have complied with the provisions of Article 3.

- (D) No person shall be eligible for approval as a Representative Member unless he has been nominated for election by a County Cadet Committee in manner prescribed by this Article.

6. Ordinary members shall be such persons as apply to be admitted to Ordinary Membership and are accepted as members by the Council. Any person desiring to be admitted to Ordinary Membership must sign and deliver to the Secretary an application for admission framed in such terms as the Council may from time to time require.

7. The Council shall have an absolute right, without assigning any reason, of approving or refusing to approve any person nominated as a Representative Member and of accepting or refusing any application for Ordinary membership. The decision of the Council as to such approval or non-approval, acceptance or otherwise, shall be final and shall be communicated to the applicant concerned.

8. Honorary Members. – The Council may from time to time nominate such persons as it thinks fit to be Honorary Members. An Honorary Member shall not be a Member of the Association for any purpose and accordingly shall not be entitled to receive notice of or to attend or vote at any meeting of the Association nor shall such Honorary membership be a qualification for membership of the Council.

8A. Associates. - Associates shall be such Army Cadet Organizations or sub-Organizations as are recognised by the Government of any Commonwealth Country or Colonial Territory and are accepted as Associates by the Council. Associates shall not be members of the Association for any purpose under these Articles or for any liability under Clause 8 of the Memorandum of Association and accordingly they shall not be entitled to receive notice of or to attend or vote at any meeting of the Association nor be represented on the Council, but subject as aforesaid and to the approval of the Council an Associate shall have the right to nominate an observer to the Council and such observer when appointed and approved shall have the right to receive notices of such meetings but not to vote thereat.

9. All such persons as are respectively Honorary Members, Representative Members and Ordinary Members of the Association as at the date of the adoption of these presents as the Articles of Association of the Association shall be and remain Honorary Members, Representative Members and Ordinary Members of the Association respectively subject always to the provisions of these presents.

10. No entrance fee or annual subscription shall be payable by Representative Members.

11. The Council may from time to time by Resolutions or Rules prescribe what (if any) entrance fees and annual subscriptions shall be payable by Ordinary Members or Honorary Members or Associates and what shall be the rights and privileges of the Ordinary Members and Honorary Members and Associates provided that such Resolutions or Rules shall not be inconsistent with these presents.

12. The rights and privileges of every Member and Honorary Member shall be personal to himself and shall not be transferable and shall cease on his death.

13. The Council may at any time pursuant to a resolution passed by a three-fourths majority at a meeting of the Council give to any Member or Honorary Member or Associate notice in writing to resign his membership or Honorary membership or its Associateship and at the expiration of seven days from the date of any such notice (if he has not in the meantime resigned) the rights and privileges of such Member or Honorary Member or Associate shall cease and the Council may (in the case of a member) erase his name from the Register of Members provided that no such notice shall be given or have any validity or effect unless the Member or Honorary Member has been given a proper opportunity of attending and being heard at the meeting of the Council at which the question of giving him notice to resign is to be considered.

14. A Member or Honorary Member or Associate shall cease to be a Member or Honorary Member or Associate:-

- a. If by notice in writing to the Association he resigns his membership or Honorary Membership or Associateship.
- b. If (being a Representative Member) the County Cadet Committee by which he was nominated ceases to exist or to be recognised by the Association.
- c. If (being a Representative Member) the County Cadet Committee by which he was nominated by notice in writing lodged at the office removes him from membership or nominates another Representative Member in his place.
- d. If (being a Representative member) he ceases to hold the office by virtue of the holding of which he was nominated by a County Cadet committee for approval as a Representative Member.
- e. If (being an Associate) it ceases to exist or to be recognised as specified in Article 8A.
- f. If (being an Ordinary Member or an Honorary Member or Associate) he shall fail to pay his entrance fee (if any) within three months after his admission to Ordinary membership or Honorary membership or Associateship or if he shall fail to pay him annual subscription (if any)

within six months after the same shall have become payable and the Council shall resolve, in any such case, that he has ceased to be an ordinary member or an Honorary member or Associate.

### **GENERAL MEETINGS**

15. 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 General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

16. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

17. The Council may call an Extraordinary meeting whenever they think fit, and Extraordinary 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.

18. Subject to the provisions of Section 141(2) of the Act relating to Special Resolutions, 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 presents 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 proceeding had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

19. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of Members of the Council and other officers in the place of those retiring by rotation and the fixing of the remuneration of the Auditors.

20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be three Members personally present and entitled to vote.

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 the same day in the

next week, at the same time and place, or at such other place as the Chairman 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 Chairman (if any) of the Council shall preside as Chairman of every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within five minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice-Chairman (if any) of the Council shall preside a Chairman, but if there shall be no such Vice-Chairman, or if he shall not be present, 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. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine, 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 Chairman or by at least three Members present in person and entitled to vote and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution 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 Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. No poll shall be demanded on the election of a Chairman 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 Chairman 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. Every Representative Member and every Ordinary Member shall have one vote.

30. Save as herein expressly provided, no person other than a Member duly registered shall be entitled to be present, or to vote on any question either personally or by proxy, or as a proxy for another Member, 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 corporation may vote on a show of hands. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by Section 139 of the Act.

32. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its 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 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.

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

“THE ARMY CADET FORCE ASSOCIATION

“I,

“of

“a Member of THE ARMY CADET FORCE ASSOCIATION

“hereby appoint

“of

“another Member of the Association, and failing him

“

“of

“another Member of the Association, to vote for me

“and on my behalf at the    Ordinary or Extraordinary,

“as the case may be / General Meeting of the Association

“to be held on the    day of   , and at

“every adjournment thereof.

“Signed this    day of    /    /    “.

**COUNCIL**

36. The Council shall consist of the President (who shall be an ex-officio Member) and not less than twelve nor more than fifty other Members.

37. (a) The Members (other than the President) of the Council shall be divided into the following classes namely:-

(i) County members – not more than six Members representing the County Cadet Committees.

(ii) Territory Members – not more than three Members of which one represents each Territory.

(iii) Ordinary Members – not more than forty-one Members, not being either County Members or Territory Members.

(b) No Member of the Council shall be capable of being a Member of more than one class.

(c) The President and the undermentioned persons are the Members of the Council at the date of the adoption of these presents as the Articles of Association of the Association. Each of such undermentioned persons shall be deemed to belong to the class of Members of the Council specified opposite his name below.

<b>MEMBERS OF COUNCIL</b>	<b>CLASS</b>
Major-General The Viscount Bridgeman, D.S.O., M.C.	Ordinary Member
Colonel Sir Philip Carlebach C.M.G., T.D., D.L.	Ordinary Member
Lt. –Colonel C.D. Burnell, D.S.O., T.D., D.L.	Ordinary Member
Cadet Colonel J. Huck, O.B.E.	Ordinary Member

The President and the above-named Members of the Council shall be empowered to act as the Council for all purposes until the Ordinary Meeting to be held in the year 1943 notwithstanding that their number is less than twelve.

(d) Any person subsequently appointed to the Council shall belong to such class as the Council shall determine at the time of his appointment.

### **COUNTY MEMBERS**

38. (a) Each County Member of the Council shall be possessed of the following qualifications:-

- (i) he shall be a Member of the Association;
- (ii) he shall be either the Chairman of a County Cadet Committee or a County Cadet Commandant or the Commander of an Enrolled Cadet Unit;
- (iii) he shall be serving or shall have served in some branch of the Armed Forces of the Crown or in the Army Cadet force.

(b) The Council may at any time, and from time to time, by Resolution or Rules, prescribe the procedure to be followed for the appointment of the County Members of the Council.

## **TERRITORY MEMBERS**

39.(a) Each Territory Member of the Council shall be possessed of the following qualifications:-

(i) he shall be a Member of the Association;

(ii) In relation to a Territory, he shall be either the Chairman of the Sub-Committee appointed or recognised by the Association for that Territory or a Cadet Commandant in that Territory or the Commander of an Enrolled Cadet Unit in that Territory;

(iii) he shall be serving or shall have served some branch of the Armed Forces of the Crown or in the Army Cadet Force.

(b) The Council may at any time, and from time to time, by Resolutions or Rules, prescribe the procedure to be followed for the appointment of the Territory Members of the Council.

## **ORDINARY MEMBERS**

40.(a) Each Ordinary member of the council shall be a Member of the Association.

(b) The Council may at any time and from time to time appoint any qualified person to be an Ordinary Member of the Council provided that the effect of the appointment of that qualified person will not be that the majority of the then Members of the Council will be persons who are neither serving nor have served in some branch of the Armed Forces of the Crown nor in the Army Cadet Force.

41. The President of the Association shall be elected by the council forthwith after the Ordinary Meeting of the Association held in each year and shall hold office until the close of the Ordinary Meeting next following his election when he shall be eligible for re-election. The President of the Association, as at the date of the adoption of these presents as the Articles of Association of the Association, is Field-Marshal the Lord Milne, G.C.B., G.C.M.G., D.S.O., D.C.L., LL.D. The President of the Association shall be an ex-officio member of the Council.

42. The Chairman of the Council shall be elected by the Council from amongst their number forthwith after the Ordinary Meeting of the Association held in each year and shall hold office until the close of the Ordinary Meeting next following his election when he shall be eligible for re-election. The Chairman of the Council, as at the date of the adoption of these presents as the Articles of Association of the Association, is Major-General The Viscount Bridgeman, D.S.O., M.C. Any casual vacancy in the office of Chairman may be filled by the Council.

## **VICE CHAIRMAN**

42a. The Vice-Chairman of the Association shall be elected by the Council from amongst their number forthwith after the Ordinary Meeting of the Association held in each year and shall hold office until the close of the Ordinary Meeting next following his election, when he shall be eligible for re-election. The first Vice-Chairman of the Council shall be elected by the Council at their next meeting held after the adoption of this Article. Any casual vacancy in the office of Vice-Chairman may be filled by the Council.

43. The Treasurer of the Association shall be elected by the Council from amongst their number forthwith after the Ordinary Meeting of the Association held in each year and shall hold office until the close of the Ordinary Meeting next following his election when he shall be eligible for re-election.

## **ALTERNATE MEMBERS OF THE COUNCIL**

44. The Council may at the request of a member of the Council appoint any Member of the Association approved by such member of the Council to be an alternate Member of the Council to represent such member and such appointment shall have effect, and such appointee while he holds office as an alternate Member shall be entitled to notice of meetings of Members of the Council, and in the absence of the Member whom he represents to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the Member of the Council whom he represents vacates office as a Member of the Council or the Member whom he represents; and any appointment or removal under this Article shall be effected by the Council upon the request in writing to the Association under the hand of the member of the Council whom the alternate Member is to represent or represents. If a Member of the council is appointed to act as an alternate for another Member of the Council the Member so appointed shall be entitled to vote at meetings of the Council in his own right as well as in right of his appointment as such alternate Member.

45. Every person acting as an alternate Member of the Council shall be an officer of the Association and he shall not be deemed to be the agent of the member whom he represents.

## **POWERS OF THE COUNCIL**

46. 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 the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting

shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

47. The continuing Members of the Council may act notwithstanding any vacancy in their body; provided always that (and subject always to the provisions of Article 37 (C)), in case the Members of the Council shall at any time be reduced in number to less than the minimum number prescribed by these presents, 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.

48. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two Members of the Council and of the Secretary, and the said Members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

49. The Council shall have power to enrol any Cadet Unit under the Association and may by Resolutions or Rules to be made by the Council prescribe such terms and conditions as the Council may think fit as to qualification for such enrolment, cesser of such enrolment or otherwise. All Cadet Units enrolled under the Association at the time of the adoption of these presents as the Articles of Association of the Association shall be deemed to be duly enrolled hereunder.

50. The Council shall maintain and publish or cause to be maintained an published an official list of Enrolled Cadet Units and unless the name of a Cadet Unit appear in the said list the same shall not be deemed to be an Enrolled Cadet Unit.

### **VICE-PRESIDENTS**

50A. (a) The Council shall have power from time to time to appoint any person (being a Member or Honorary Member) to the office of Vice-President of the Association.

(b) A Vice-President shall hold office as a Vice President of the Association for his life or until by notice in writing to the Association he resigns that office or ceases to be a Member or Honorary Member.

(c) A Vice-President shall not be a Member of the Council but he shall be entitled to receive notice of and to be present at meetings of the Council: Provided always the he shall have no right to vote upon any question arising at such meeting.

## **COMMITTEES AND SUB-COMMITTEES**

51. The Council may appoint or approve such Committees, Sub-Committees or other bodies as it may think fit for the regulation of the Cadet movement in the United Kingdom or any part thereof and may at any time revoke such appointment or approval.

## **RESOLUTIONS OR RULES**

52. Without prejudice to any of the powers hereinbefore conferred on the Council, the Council may from time to time make rescind alter or add to Resolutions or Rules in respect of all or any of the following matters:-

(a) The appointment or approval of a revocation of appointment or approval of Committees, Sub-Committees or other bodies for the regulation of the Cadet movement.

(b) The powers and duties to be exercised and performed by any such Committees or Sub-Committees mentioned in (a) above and the proceedings thereat.

(c) The enrolment of Cadet Units.

(d) The management, control and training of Enrolled Cadet Units.

(e) The uniform and equipment of Enrolled Cadet units.

(f) The inspection of Enrolled Cadet Units.

(g) The appointment, promotion and resignation of officers of Enrolled Cadet Units.

(h) The enrolment promotion and discharge of non-commissioned officers and cadets of Enrolled Cadet Units.

(i) The provision of financial assistance for Enrolled Cadet Units.

(j) Any other matters relating to the promotion, discipline and support of the Cadet movement.

Provided that no Resolution or Rule which shall amount to or involve any alteration of or addition to these presents which could only validly be made by special resolution shall have any validity or effect.

53. Any Resolutions or Rules validly passed or made under these presents and for the time being in operation shall be binding on all Members of the Association, Committees, Sub-Committees or other recognised bodies and Enrolled Cadet Units.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

54. The office of a Member of the Council shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he is found lunatic or become of unsound mind.
- (c) If he ceases to be a Member of the Association.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he ceases to hold office by virtue of any provision of the Act.

#### **ROTATION OF MEMBERS OF THE COUNCIL**

55. At the Ordinary Meeting to be held in every year, all the members of the Council for the time being, shall retire from office. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.

56. No person not being a Member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for re-election or appointment as a Member of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time mentioned above shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven days nor more than twenty-eight intervening days.

57. A retiring Member of the council shall if willing to act be eligible for re-election by the Association upon his retirement unless the council otherwise resolve, and unless a resolution of the Association is passed to the effect that he shall not be re-elected, he shall (if eligible for re-election and willing to act) be deemed to have been re-elected by the Association at the meeting at which he retires.

58. The Association may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office.

## PROCEEDINGS OF THE COUNCIL

59. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. At any meeting such persons (not being Members of the Council) may be present as the Council think fit, but no such person shall have the right to speak or to vote upon any question arising at such meeting.

60. On the request of either the Chairman or any three Members of the Council the Secretary shall, at any time, summon a meeting of the council by notice served upon the several Members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.

61. The Chairman shall preside at all meetings of the Council at which he shall be present, but if there be no such Chairman, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall preside as Chairman, but if there shall be no such Vice-Chairman, or if he shall not be present, or shall be unwilling to preside, the Members of the council present shall choose some one of their number to be Chairman of the Meeting.

62. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

63. The Council may delegate any of their powers to committees consisting of such Member or Members of the Council, or such other person or persons (being 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 presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

64. 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 or had vacated office, be as valid as if every such person had been duly appointed and was qualified to be and had continued to be a Member of the Council.

65. The Council shall cause proper minutes to be made 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 Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

66. 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, held and constituted.

### **ACCOUNTS**

67. 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 took place;

(b) All sales and purchases of goods by the Association; and

(c) The assets and liabilities of the Association.

68. 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 to be open to the inspection of the Members of the Council.

69. 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.

70. Once at least in every year the Council shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, 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 in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by Section 162 of the Act.

## **AUDIT**

71. 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.

72. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Members of the Council being treated as the Directors mentioned in those sections.

## **NOTICES**

73. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

74. Any Member 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 him, shall be entitled to have notices served upon him 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.

75. 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.

THE COMPANIES ACT, 1948.

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

---

**Memorandum**

AND

**Articles of Association**

OF

**THE ARMY CADET  
FORCE ASSOCIATION**

---

(Incorporated the 26<sup>th</sup> day of October, 1934)

Longmores,  
Hertford,  
Herts.