

**THE COMPANIES ACTS 1985 TO 2006**

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**COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION  
OF  
BRITISH ASSOCIATION OF ART THERAPISTS LIMITED**

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1. The name of the Company (hereinafter called “the Association”) is “BRITISH ASSOCIATION OF ART THERAPISTS LIMITED”
  2. The Registered office of the Association will be situated in England
  3. The objects for which the Association is established are:
    - (a) To promote mental and physical health in every way, but especially by the use of art and other creative activities as forms of therapy.
    - (b) To protect and promote the interests of its members and to provide and maintain such services for the benefit of members as may be approved by the Council from time to time.
    - (c) To promote the exchange of ideas concerning health in general and art therapy in particular and to place the views of members before the various authorities and other bodies with interests in this field and before the general public.
    - (d) To enable its members to co-operate as a body with other organisations in pursuit of the objects of the Association.
    - (e) To encourage suitable persons to enter the profession, to devise and establish courses of training for such persons and to see that proper standards of professional competence are maintained by Members and Associates.
    - (f) To affiliate with other bodies having objects wholly or in part similar to the objects of the Association.
    - (g) To purchase, lease, exchange or otherwise acquire any real and personal property and to construct alter or maintain any buildings required for the purpose of the Association and to sell, improve, develop or otherwise deal with all or any part of the property of the Association.
    - (h) To employ all such officers and servants as may be required for the purposes of the Association.

- (i) To raise money for any of the above purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years.
- (j) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and to manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies belonging to the Association.
- (k) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (l) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

#### 4.

4.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Association or members of the Council and no member of the Council may be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association except as permitted by law or shown below.

4.2 The Association may pay:

- (a) An honorarium to the Chair and Vice-Chair for the time being of Council, the amount of such honorarium to be approved from time to time by the Council.
- (b) Reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Association who is not a member of Council for any services provided to the Association.
- (c) Reasonable and proper remuneration of a member of Council actually rendered or goods supplied to the Association (save for services rendered in his capacity as a member of the Council) including, without limitation, provision of training on behalf of the Association and the usual professional charges for services provided or business done by a member of Council who is a solicitor, accountant or other person engaged in a profession, or by a partner of his or her firm instructed by the Association to act on its behalf PROVIDED THAT such member of Council shall not vote on any resolutions relating to his or her engagement by the Association.

- (d) Reasonable interest on the money lent by any member of the Association or member of Council. The highest annual rate of interest that may be charged is two per cent below the base rate of one of the major clearing banks in the United Kingdom.
  - (e) Reasonable out-of-pocket expenses to any member of Council.
  - (f) Reasonable and proper payment to a company of which a member of Council holds not more than a hundredth of the capital.
  - (g) Reasonable and proper rent of premises demised or let by any member of the Association or member of Council.
  - (h) To the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out to protect members of Council against liability when acting as members of Council.
  - (i) Any payment to a member of Council under the indemnity provisions in the Articles of Association.
5. The liability of the members is limited.
6. Every member of the Association agrees to contribute to the Association £5 or any smaller amount required if:
- (a) the Association is wound-up while he or she is a member or within a year afterwards; and
  - (b) the Association has debts and liabilities which it cannot meet out of its assets.
7. 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 institution 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, and if and so far as effect cannot be given to such provision, then to some charitable object.

**THE COMPANY ACTS 1985 to 2006**

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**ARTICLES OF ASSOCIATION**  
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**BRITISH ASSOCIATION OF ART THERAPISTS LIMITED**

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1. The number of members of the association is unlimited
  2. The subscribers to the memorandum of association, the Fellows and such other persons as the Council of management shall admit to Full and Honorary Membership shall be members of the association during such time as they remain such Fellows and Members.
  3. The Association is established for the purposes expressed in the memorandum of association.

**INTERPRETATION**

4. In addition to words defined in these Articles, any words or expressions defined in the Act will have the same meanings in the Memorandum and these Articles, providing they are consistent with the subject or context. These articles shall be construed with reference to the provisions of the Companies Act 1985-2006, and terms used in these articles shall be taken as having the same respective meanings as they have when used in those Acts.
5. In the interpretation of these articles and the memorandum except where excluded by the context:
  - (a) The word "Association" means the British Association of Art Therapists Ltd.
  - (b) The word "member" means a person who is a Fellow or Full or Honorary Member of the Association as hereinafter defined.
  - (c) The word "Council" means the Council of Management as hereinafter defined.
  - (d) The word "Act" means the Companies Acts 1985,1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time.

**FELLOWS AND MEMBERS**

6. **FELLOW.** A Full Member (as hereinafter defined) who has been a practising Art Therapist for seven consecutive years and has submitted a thesis (one copy to be retained by the Association) approved by the Council shall be eligible to apply to the Council to become a Fellow of the Association.

7. **HONORARY MEMBER.** Any person who has rendered some distinguished service in furthering one or all the objects of the Association shall be eligible to be appointed an Honorary Member of the Association by the Council.
8. **FULL MEMBER.** Any person who has gained a postgraduate qualification which Council has approved as an appropriate qualification in art therapy and who is registered with the Health and Care Professions Council, or a body fulfilling the statutory duties of the Health and Care Professions Council, as an arts therapist may be admitted by Council to full membership of the Association.
9. **ASSOCIATE OR CORPORATE MEMBER.** Any person or corporate body interested in the furtherance of the objects of the Association shall be eligible to apply to the Council to become an Associate or Corporate Member respectively of the Association.
10. **STUDENT MEMBER.** Any person undertaking a postgraduate course in Art Therapy validated by the Health and Care Professions Council shall be eligible to apply to the Council to become a Student Member.
11. The subscription payable by each class of Members and the rights accorded to each shall be determined by the Council of the Association. Only Fellows, Honorary and Full Members shall be Members of the Association for the purposes of the Companies Acts 1985, 1989 and 2006 and entitled as of right to receive Notices of General Meetings and to attend, speak and vote at such meetings.
12. Admission to any class of Membership shall be in the absolute discretion of the Council who may refuse membership without assigning any reason therefor.. Any person refused Full Membership shall be entitled to appear together with a sponsor before the Council at a time and place to be mutually agreed to provide oral evidence as to why he or she or she should be admitted to Full Membership. The decision of Council at that meeting shall be final and there shall be no appeal from it.
13. The Council shall have power to remove any person from any class of membership or Fellowship of the Association on the happening of one or more of the following events:
  - (a) The subscription of that person remains unpaid for a period of one or more months from the date it is due to be paid, all subscriptions being payable yearly or quarterly in advance unless otherwise determined by the Council.
  - (b) The professional conduct of any Member makes him or her unfit to continue as such a Member provided that before the Council so decides it shall give the Member one month's notice in writing to attend a meeting of the Council such

notice to contain particulars of the complaints made against the Member. The Member shall be entitled to attend at such a meeting together with a sponsor to answer orally the complaints. A proposal to declare a member unfit to continue as a member shall require at least two thirds of those members of the Council who are present at such meeting to vote in favour of the proposal.

- (c) That person's registration is revoked or suspended by the Health and Care Professions Council or a body fulfilling the statutory duties of the Health and Care Professions Council.

#### **ORDINARY GENERAL MEETINGS**

- 14.** (a) The Association shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.
  - (b) All general meetings except annual general meetings are called extraordinary general meetings.
  - (c) The Council may call an extraordinary general meeting whenever they wish. Such a meeting may also be called if sufficient members of the Association request it in writing, in accordance with the provisions of the Act.
- 15.** (a) An annual general meeting or an extraordinary general meeting must be called by giving at least 14 days' notice by email website unless the member has notified BAAT or that she/he wishes to receive these documents by post or has not supplied an email address to BAAT. The notice shall be exclusive of the day on which it is served and of the day for which it is given. The notice must specify the place, date, time and the exact details or general nature of any special business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy. Notice of the meeting must be given in accordance with these Articles to everyone entitled by these Articles to receive it. The notice will also be available on the Association's website.
  - (b) However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by 90 per cent of the members entitled to attend and vote at it.
- 16.** At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special business except the consideration of accounts and balance sheets, the reports of the Council and examining accountants, the election of members of Council in place of those retiring, the

appointment of the examining accountants, and the fixing of the remuneration of the examining accountants.

17. At any general meeting 50 members shall be a quorum

#### **EXTRAORDINARY GENERAL MEETINGS**

18. The Council may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened by the Council of management on requisition, or, in default, may be convened by the requisitionists in the manner provided by the Act.

#### **CONDUCT OF BUSINESS AT GENERAL MEETINGS**

19. At any meeting at which the Chair of the Association shall not take the chair the meeting shall appoint its own chairman.
20. No member shall have more than one vote except that in any case of equality of votes on a division the Chair shall have a second or casting vote.

#### **21 Proxies**

- (a) A person holding a proxy may vote on any resolution.
- (b) An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the form set out in these Articles or in any usual or common form or in such other form as the Council may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such an instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the registered office or such other place as the notice for the meeting shall specify at least 48 hours prior to the general meeting (excluding bank holidays and weekends).
- (c) A person validly appointed as a proxy will be deemed to have authority to vote or demand a poll in accordance with these Articles, unless written termination of that person's authority is received by the Chair of the meeting or the Company Secretary prior to the meeting, adjourned meeting or poll.

22. Voting and decision making at General Meetings

22.1 Every resolution put to a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly required. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the Chair of the general meeting; or
- (b) by at least five members present in person, or by proxy and entitled to vote.

Provided that no poll may be demanded on the election of a chairman for a general meeting or on a resolution to adjourn a general meeting.

22.2 On a show of hands every voting member present in person shall have one vote. On a poll every voting member present in person or by proxy shall have one vote. In the case of an equality of votes the chairman of the general meeting shall, both on a show of hands and on a poll, have a second or casting vote.

22.3 No voting member shall be entitled to be present or vote on any resolution, either personally or by proxy, including on a show of hands or a poll, whilst any sum shall be due from and payable by the voting member to the Association whether in respect of an annual subscription or instalment thereof or otherwise.

22.4 Unless a poll is duly demanded, a declaration by the chairman of a general meeting that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the general meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

22.5 A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the general meeting. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the general meeting shall continue as if the demand had not been made.

22.6 A demand for a poll shall not prevent the continuation of a general meeting for the transaction of any business other than the resolution on which the poll was demanded and shall be taken either immediately or at such other time or place as the chairman of the general meeting decides. No notice need be given of the poll if the time and place at which it is to be taken are announced at the general meeting at which it is demanded. In any other case at least 7 clear days' notice must be given specifying the time and place at which the poll is to be taken. Those voting members who have demanded a poll may nominate not more than



three other voting members present at the poll and entitled to vote, to act as scrutineers on their behalf.

- 22.7 No objection shall be made to the validity of any individual vote except at the general meeting or poll at which such vote is cast, and every vote not disallowed at such meeting or poll shall be deemed valid. The Chairman of the general meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll demanded thereat.

### **COUNCIL OF MANAGEMENT**

23. The Council shall consist of the Chair, Vice Chair, Honorary Secretary and Treasurer of the association for the time being and twelve elected members. A Member of the Association, on relinquishing the Chair of the Association shall remain a member of Council for a period of one year.
24. At the annual meeting in every year, the elected members of the Council shall retire. Any retiring elected members shall be eligible for re-election.
25. Any vacancy among the elected members of the Council caused otherwise than by retirement under the last article may be filled by the Council and any person so appointed shall have power to vote.
26. All elected members of the Council shall remain in office until their successors are appointed.
27. The Council may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Council shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Council has been informally elected or is not properly qualified.
28. **Removal of a Member of Council by a General Meeting**
- 28.1 A general meeting of the Association may remove any member of Council before the end of his or her period of office whatever the rest of these Articles or any agreement between the Association and the member of Council may say.
- 28.2 Removal can take place only by the Association passing an ordinary resolution saying so. Member(s) of the Association must give a notice to the Association of the intention to remove a member of Council and/or appoint a replacement. At least 28 clear days' notice must be given to the Association and all other requirements of the Act must be complied with. Once the Association receives such notice it must immediately send a copy to the member of Council

concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member of Council may require it to be read to the meeting.

#### **POWERS AND PROCEEDINGS OF THE COUNCIL OF MANAGEMENT**

- 29.** The Association and the property and affairs thereof shall be under the control and management of the Council.
- 30.** In addition to all powers hereby expressly conferred upon them, and without detracting from the generality of their powers under the last preceding or any other article, the Council shall have the following powers, namely:
- (a) To expend the funds of the association in such manner as they shall consider most beneficial for the purposes of the association, and to invest in the same of the association or in the names of trustees such part thereof as they may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purposes of the association.
  - (b) To acquire in the name of the association or in the name of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings or premises for the use of the association.
  - (c) To enter into contracts on behalf of the association.
  - (d) To borrow money upon the security of any of the property of the association, and to grant or direct to be granted mortgages for securing the same.
  - (e) To delegate all or any of their powers to any committee.
  - (f) To make an from time to time to repeal or alter, regulations as to the management of the association and the affairs thereof, to the duties of any officers or servants of the association, to the conduct of business by the council or any sub-committee, and as to any of the matters or things within the powers or under the control of the council, provided that the same shall not be inconsistent with the memorandum or articles of association.
  - (g) generally to do all things necessary or expedient for the due conduct of the affairs of the association not herein otherwise provided for.
- 31.** The council may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they may think fit, and two officers and three members of the council shall

be a quorum. Three members of the council may at any time, and the secretary shall, upon the request in writing of three members of the council, summon a meeting of the council. Notice of every meeting of the council stating the general particulars of all business to be considered at such meeting, shall be sent by post, fax or email to each member of the council at least three days before such meeting, unless urgent circumstances require shorter notice; but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars.

### **32. Conflicts of Interest**

32.1 The Council shall observe the rules in the Act, and such other rules as the Council adopts, as to the management of conflicts of duty or interest and to the extent required by law every member of Council shall fully disclose to the Council the circumstances giving rise to any conflict or potential conflict that he or she has.

32.2 Where the duty of a member of Council under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Council at a meeting of the Council and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the member of Council in question, or any other interested member of Council; and
- (c) the matter was agreed to without any such member of Council voting, or would have been agreed to if the vote of any such member of Council had not been counted.

**33.** All questions shall be decided by the votes of the majority of the members of the Council present and voting thereon at a meeting of the Council.

**34.** The Council shall cause minute books to be kept of the proceedings at general meetings of the association and at meetings of the association and at meetings of the Council, and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chair or by a member of the Council present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

**35.** In his absence from any meeting of the Chair, a chairman shall be elected by the meeting. in case of equality of votes the chairman shall have a second or casting vote.

36. Bankers shall be appointed and may be changed by Council. Council shall establish a system of financial delegations and authority for approval of payments and signing of cheques

#### **OFFICERS**

37. There shall be a Chair, vice Chair, Treasurer and Honorary Secretary of the association. The Chair shall be entitled to take the chair at all general meetings. All officers shall be Full Members of the Association and shall have served on the Council for a minimum period of one year at any time.

38. The Officers shall be elected for a period of two years by the members the first election to be at the Annual General Meeting in 1977. The Council shall have power to fill casual vacancies amongst the officers as they occur.

#### **39. Ending of Council Membership**

39.1 A member of Council ceases to hold office if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Council because of any order made under the Act; or
- (c) becomes incapable whether mentally or physically of managing his or her own affairs; or
- (d) resigns the office by notice in writing to the Association but only if at least three members of Council will remain in office when the resignation takes effect; or
- (e) is absent from three consecutive meetings of the Member of Councils and is asked by a majority of the other members of Council voting at a meeting of Council to resign; or
- (f) is directly or indirectly involved in any contract or proposed contract with the Association and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting which the member of Council attends after that interest arises (or such other way as is legally sufficient from time to time); or
- (g) is removed from office by a resolution of at least 75% of the other members of Council at a Council meeting at which at least half of the serving members of Council are present.

- 40.** The council shall cause true accounts to be kept:
- (a) of all monies received and expended by the association and the matters in respect of which such receipts and expenditure take place, and
  - (b) of the assets and liabilities of the association and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets, receipts and payments, and
  - (c) of all sales and purchasers of goods by the association.

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

- 41.** The association may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the association may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.
- 42.** The Council shall lay before the general meeting of the Association in each year an income and expenditure account of the Association and a balance sheet for the year ending on the previous 31 December or such date as may be determined in General Meeting. Such account and balance sheet shall be accompanied by a report of the council as to the state of affairs of the Association and a report of the examining accountants. A copy of the balance sheet together with the said reports shall, not less than 21 days before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Association.
- 43.** Accountants shall be appointed who shall examine the Association's books and records and present a report to the members of the Association in accordance with current guidance issued by the Institute of Chartered Accountants

#### **NOTICES**

**44. Service of Notices**

- (a) The Association may given notice to any member either:
  - (i) personally; or

- (ii) by delivering it or sending it by ordinary post to the member's registered address; or
- (iii) if the member has provided the Association with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (iv) in accordance with the provisions for notice on a website set out below.

If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Association for that purpose or in accordance with (i), (iii), or (iv) above.

- (b) If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Association receives no indication that it has not been properly sent.
- (c) If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice will be treated as having been received 24 hours after having been properly sent.
- (d) The Association may assume that any e-mail address given to it by a member remains valid unless the member informs the Association that it is not.
- (e) Where a member has informed the Association in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Association by means of a website, notice will be validly given if the Association sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with this Article and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

- 45.** If a member has not a registered address for service, any notice shall be sufficient served on him by posting up in the office of the association such notice addressed generally to

the member. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

**46.** The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

**47.** Indemnity of members of Council

47.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of Council may otherwise be entitled the Association may indemnify every member of Council out of the assets of the Association against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a member of Council save that no member of Council may be entitled to be indemnified:

- (a) for any liability incurred by him to the Association or any associated company of the Association (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability which he has incurred in defending any criminal proceedings in which he or she is convicted and such conviction has become final;
- (e) for any liability which he or she has incurred in defending any civil proceedings brought by the Association or an associated company in which a final judgment has been given against him; and
- (f) for any liability which he or she has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

#### **WINDING UP**

**48.** The provisions of clauses 8 and 9 of the memorandum of association relating to the winding up or dissolution of the association shall have effect and be observed as if the same were repeated in these articles.