

**THE COMPANIES ACTS 1985 AND 1989**

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

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# **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**as amended by a Special Resolution dated 22 March 2000**

**The British Croatian Society**

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**THE COMPANIES ACTS 1985 AND 1989**

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### MEMORANDUM OF ASSOCIATION OF THE BRITISH CROATIAN SOCIETY

1. The Company's name is "The British Croatian Society" (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are:-
  - (a) to advance the education of the citizens of the United Kingdom in the science, art, literature, music, history, economics, philosophy and culture of the people of the Republic of Croatia;
  - (b) to advance the education of the citizens of the Republic of Croatia in the science, art, literature, music, history, economics, philosophy and culture of the people of the United Kingdom;
  - (c) to provide relief for those who are in conditions of need, hardship or distress, in particular, but not exclusively, Croatian people and their dependents.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - (a) to advance cultural exchanges and activities between and within the two countries;
  - (b) to assist in the education and training of young people between and within the two countries;
  - (c) to assist the people of Croatia with humanitarian aid for the relief of poverty and distress arising therefrom and the promotion of education;
  - (d) to initiate, advance and generally arrange meetings, courses, lectures, conferences, exhibitions, concerts and other artistic or educational activities both in the United Kingdom and in the Republic of Croatia;
  - (e) to found, maintain and endow prizes scholarships and bursaries for the remuneration instruction and support of students or persons engaged in research work, and advance and promote and carry out research surveys and publish the useful results thereof;
  - (f) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents as shall further the said objects;
  - (g) to apply for, invite, obtain, collect and receive money, funds, securities and other sources of income and capital by way of contributions, donations, legacies, and other lawful methods, and receive gifts by will and inter vivos of property of any description whether or not subject to express trusts, provided that the Charity shall not undertake any permanent trading in order to raise funds;

(h) to provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such premises as may from time to time be required for the purpose of the Charity;

(i) subject to Clause 5 below, to employ and retain on a full or part time basis and on such terms as to pay and other conditions of employment as the Charity shall agree, or on a voluntary basis any person(s) not being one of the directors of the Charity (hereinafter referred to as "the trustees") hereof whose particular skills, qualifications or knowledge may be of assistance in the attainment of the purposes of the Charity;

(j) to purchase, take on lease or license and otherwise hold freehold and leasehold property with full power nevertheless subject to such consents as may be required by law to lease, sub-lease or license occupation of all or any part of such property;

(k) to purchase, take on, lease and license hire, subscribe for and by any other lawful means acquire plant, machinery, appliances, equipment, vehicles, furniture, books, periodicals, publications, newspapers, stationery supplies any other chattels whatsoever;

(l) to open and operate banking accounts and other facilities for banking;

(m) subject to such consents as may be required by law to sell, grant leases, tenancies (of whatever kind) or licences or dispose or mortgage or in any way turn to account all or any of the property or assets of the Charity and do so for or without any consideration and subject to such terms and conditions as may be thought expedient;

(n) subject to such consents as may be required by law, to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by mortgage charge upon all or any of the property and assets of the Charity (both present and future) and by the issue of any securities which the Charity has power to issue by way of security or indemnity to any person;

(o) to enter into any contract of insurance howsoever in respect of any matter in which the Charity has an insurable interest and in particular (but without derogating from the generality of the foregoing), in connection with any real or personal property in which the Charity shall have any interest or with any acts or omissions done by persons employed by the Charity including indemnity insurance in respect of any fraudulent, negligent or other tortious acts by any such person;

(p) to undertake and execute or create any charitable trust to support or subscribe to any charitable fund or institutions and, if deemed desirable for such purpose, enter into any covenant to pay sums of money periodically to any charitable fund or institution;

(q) to invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nonetheless to such conditions (if any) as may for the time being be imposed or required by law;

(r) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and obtain from such government or authority any rights, privileges and concessions;

(s) to draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments;

(t) to do all such other things as will further the attainment of the above Objects or any of them.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

(a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

(c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

(e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

(f) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses appear below, wish to be formed into a Company pursuant to this Memorandum of Association.

Signatures, Names and Addresses of the Subscribers

David Davison  
37 Aldrich Road  
North Oxford  
OX7 2SS

Francis Devlin  
15 Stanton Road  
Barnes  
London SW13 0EY

Denis Petkovic  
67 Rock Road  
Cambridge  
CB1 4UG

Ingrid Sutej  
Flat 1  
Observatory Lodge  
37 Hornton Street  
London W8

Flora Turner  
12 St. Paul's Cres.  
London NW1 9XS

Dated: 9 December 1996  
Witness to the above Signatures:

\_\_\_\_\_  
\_\_\_\_\_

Michael Pack  
"Villa Croatia"  
72 Braund Avenue  
Greenford  
Middlesex UB6 8JL

Dated: \_\_\_ December 1996  
Witness to the Signature: \_\_\_\_\_

Kathleen Wilkes  
St. Hilda's College  
Oxford  
OX4 1DY

Dated: \_\_\_ December 1996  
Witness to the Signature: \_\_\_\_\_



## THE COMPANIES ACTS 1985 AND 1989

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION OF

## THE BRITISH CROATIAN SOCIETY

### INTERPRETATION

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

### MEMBERS

2. (a) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees, or a duly appointed committee thereof.

(b) Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

## GENERAL MEETINGS

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

## NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

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

## PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.



10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. The chairman may, with the consent of a meeting at which a quorum is present (and shall is so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(a) by the chairman; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### VOTES OF MEMBERS

20. Subject to Article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

## TRUSTEES

25. The number of trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

## POWERS OF TRUSTEES

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

(a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds 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 in furtherance of the objects of the charity;

(b) to enter into contracts on behalf of the Charity.

## APPOINTMENT AND RETIREMENT OF TRUSTEES

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became

or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

(a) he is recommended by the trustees; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

33. No person may be appointed as a trustee:

(a) unless he has attained the age of 18 years; or

(b) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.

35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

#### DISQUALIFICATION AND REMOVAL OF TRUSTEES

38. A trustee shall cease to hold office if he

(a) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

(b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(c) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(d) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

#### TRUSTEES' EXPENSE

39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### TRUSTEES' APPOINTMENTS

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

41. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

#### PROCEEDINGS OF TRUSTEES

42.(a) Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

42.(b) A meeting of the trustees or of a committee of the trustees may consist of a conference between trustees who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously and the word "meeting" in the Articles shall be construed accordingly.

42.(c) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of the Charity (provided that number is sufficient to constitute a quorum) or of a committee of trustees shall be as valid and effectual as a resolution passed at a meeting of the trustees, or as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the trustees or members of the committee concerned.

43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one-third of their number or four trustees, whichever is the greater.

44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purposes of filling vacancies or of calling a general meeting.

45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of that meeting.

46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: Provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

## SECRETARY

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

## MINUTES

51. The trustees shall keep minutes in books kept for the purpose:

- (a) of all appointments of officers made by the trustees; and
- (b) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

## THE SEAL

52. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

## ACCOUNTS

53. Accounts shall be prepared in accordance with the provision of Part VII of the Act.

## ANNUAL REPORT

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## ANNUAL RETURN

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## NOTICES

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## INDEMNITY

60 Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## RULES

61 (a) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;

(iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(b) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

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 Signatures, Names and Addresses of Subscribers
 

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David Davison  
37 Aldrich Road  
North Oxford  
OX7 2SS

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Dated: 9 December 1996  
Witness to the above Signatures: \_\_\_\_\_

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Michael Pack  
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Dated: \_\_\_ December 1996  
Witness to the Signature: \_\_\_\_\_

Kathleen Wilkes  
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Dated: \_\_\_ December 1996  
Witness to the Signature: \_\_\_\_\_



## **Rules of The British Croatian Society**

The following regulations, duly adopted by resolution of the Trustees of The British Croatian Society ("BCS") pursuant to Article 61 of the Articles of Association of BCS on 14 May 1997, shall be the Rules of BCS.

### **Alteration of Rules**

1. Following any alteration of the Rules by the members of BCS in general meeting, the Trustees shall cause a new print of the Rules to be produced which shall be certified by the Secretary as true and correct and kept with the Register of Members of BCS. A copy of the Rules as altered shall be distributed to every Trustee.
2. Following any alteration of the Rules, the Trustees shall cause a new print of the Rules, or a summary thereof, to be distributed to every member.

### **Management**

3. The Trustees may appoint any person to be Membership Secretary with such duties as the Trustees may determine and may remove any person so appointed. The offices of Membership Secretary and Secretary shall be separate offices, for purposes of the Articles of Association of BCS, although the same person may hold both offices.
4. The Trustees may appoint Regional Secretaries of BCS with such duties as the Trustees may determine and may remove any persons so appointed. The office of Regional Secretary shall not be considered a Secretary for purposes of the Articles of Association of BCS.
5. The Trustees may appoint one of their number to serve as Treasurer with such duties as the Trustees shall determine and may remove any person so appointed.
6. Subject to Clause 5 of the Memorandum of Association, the Trustees may agree to engage employees of BCS with such duties and at such remuneration and on such terms and conditions as they may determine. Any such engagement shall be approved by a resolution of the Trustees. The resolution shall specify the Trustee or other person to whom the employee should report. Subject to applicable employment law and without prejudice to any contract of employment between the employee and BCS, the Trustees may terminate the employment of any employee of BCS by a resolution of the Trustees adopted at a meeting of the Trustees duly convened and held.

### **Proceedings of Trustees**

7. At least 7 days' notice shall be given to every Trustee (entitled to receive notice under Article 42 of the Articles of Association of BCS) of a meeting of the Trustees. Such notice may be given orally or in writing by any Trustee or the Secretary. A meeting of

the Trustees may be held on less than 7 days' notice if all Trustees entitled to receive notice consent to the holding of the meeting on short notice.

8. In the event that there is an equality of votes in respect of any resolution proposed at a meeting of the Trustees and the Chairman elects not to exercise the Chairman's casting vote pursuant to Article 42 of the Articles of Association of BCS, the resolution proposed and discussions regarding the same shall be deferred to the next Trustees' meeting.
9. There shall be held at least four meetings of the Trustees in any calendar year commencing in 1997 and thereafter.

### **Admission to Membership**

10. The form of application for membership shall be approved by the Trustees. Upon receipt by a Trustee, the Membership Secretary, Regional Secretary or other agent or officer of BCS of an application from an applicant for membership, the details of the applicant shall be forwarded to the Secretary. At each meeting of the Trustees, the Secretary shall submit details of applicants for membership for consideration by the Trustees at such meeting.
11. All applications for membership in BCS must be approved by resolution of the Trustees. Following the adoption of a resolution of the Trustees approving applicants for membership and upon confirmation by the Secretary that the applicant has paid the applicable membership subscription (if any), the Secretary shall enter the details of the applicant in the Register of Members of BCS accordingly.
12. The Trustees may, in their absolute discretion, deny membership in BCS to any person of whom they do not approve, without assigning any reason for the denial. Such action shall be taken by means of a resolution of the Trustees. The refusal to admit any applicant for membership in BCS shall be notified to the applicant in writing by any Trustee or the Secretary.
13. Upon admission of new members, the Trustees shall cause a print of the Rules, or a summary thereof, to be distributed to such new members.
14. In Rules 10-13 inclusive, references to the Trustees shall include where the context permits references on duly appointed committee of the Trustees.

### **Removal of Members**

15. The Trustees may, in their absolute discretion and without assigning any reason therefor, remove any member of BCS by the adoption of a resolution at a meeting of the Trustees duly convened and held.
16. Any member proposed to be removed by the Trustees is entitled to receive reasonable written notice of the meeting of the Trustees at which it is intended that a resolution

for removal of the member be proposed and such member has the right to make written representations to the Trustees which shall be considered at the meeting.

17. Any such removal of a member shall be notified to the person so removed in writing by any Trustee or the Secretary. Following any such removal, the Secretary shall make the appropriate entries in the Register of Members to record the removal.

### **Categories of Members**

18. The following shall be the categories of membership in BCS:

- (a) Individual Member. Any person admitted to membership by the Trustees in accordance with the Rules shall be classified as an "individual member" and shall be entitled to exercise one vote in general meeting. The subscription payable by an individual member shall be fixed from time to time by resolution of the Trustees. The Trustees are also empowered to grant concessions on the subscription payable by an individual member to senior citizens, unwaged persons and students and such concessions shall be fixed by the Trustees from time to time by resolution of the Trustees.
- (b) Family Member. The Trustees may admit parents or guardians with one or more children under the age of 18 to membership as "family members". Each family so admitted will be entitled to exercise one vote in general meeting. Such vote may be validly exercised only by a member of such family who has attained the age of 18 who may also stand for office. The subscription payable by a family member shall be fixed from time to time by resolution of the Trustees.
- (c) Corporate Member. The Trustees may admit bodies and organisations, including bodies corporate, unincorporated associations and partnerships to membership as "corporate members". Each corporate member shall nominate a representative or representatives from time to time who shall be authorised to exercise one vote in general meeting on behalf of the corporate member and who may stand for office. The subscription payable by a corporate member shall be fixed from time to time by resolution of the Trustees.
- (d) Associate Member. The Trustees may admit persons not resident in the United Kingdom to membership as "associate members". Each associate member will be entitled to exercise one vote in general meeting. The subscription payable by an associate member shall be fixed from time to time by resolution of the Trustees. An associate member may not stand for office.
- (e) Life Member. The Trustees may admit to membership such persons as they determine should be admitted as "life members" upon payment of a subscription as shall be fixed by resolution of the Trustees from time to

time. Each life member will be entitled to exercise one vote in general meeting and may stand for office.

- (f) Honorary Member. The Trustees may designate any person as an honorary member. No subscription shall be payable by an honorary member. Such person shall not be considered a member of BCS for purposes of the Articles of Association of BCS and shall not be entitled to vote in general meeting. No entry shall be made in the Register of Members in respect of an honorary member.

### **Subscriptions and Termination of Membership**

19. Subscriptions for individual members, family members, corporate members and associate members shall be payable to BCS upon application for membership and annually thereafter on the anniversary of that member's admission to membership.
20. An annual subscription shall not be payable by a life member.
21. The Secretary or the Treasurer shall maintain records indicating the due dates of each member's annual subscription and shall cause reminders to be sent to members seeking payment. If after a reasonable period, the member fails to pay the annual subscription, such person's membership in BCS shall terminate and the Secretary shall make the appropriate entries in the Register of Members to record the termination of membership.

### **Patrons**

22. The Trustees may appoint any person, having consented to the appointment, to be a "patron" of BCS by resolution of the Trustees adopted at a meeting of the Trustees duly convened and held.
23. The Croatian Ambassador to the United Kingdom from time to time, having consented to the appointment, may be appointed by the Trustees as Honorary Patron of BCS.
24. Patrons so appointed may resign and may be removed by resolution of the Trustees adopted at a meeting of the Trustees duly convened and held.
25. Patrons shall not be considered members of BCS for purposes of the Articles of Association of BCS and shall not be entitled to vote in general meeting. No entry shall be made in the Register of Members in respect of a patron.