

# THE BRITISH DRIVING SOCIETY LIMITED

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

### MEMORANDUM OF ASSOCIATION

#### 1. Name

The name of the company is 'The British Driving Society Limited'.

#### 2. Registered Office

The registered office of the company will be situated in England.

#### 3. Objects

3.1. The company's objects are:

3.1.1. to acquire and take over all or any part of the activities assets and liabilities of the present unincorporated body known as 'The British Driving Society'

3.1.2. to encourage and assist people of all ages interested in driving equines ('driving')

3.1.3. to facilitate education concerning driving and related matters in any manner considered appropriate by the directors of the company

3.1.4. to encourage and promote the interest of driving and related activities

3.1.5. to promote the welfare of driving equines

3.1.6. to encourage the promotion of driving classes at horse shows and similar events and to act as a body to which show organisations may refer for guidance

3.1.7. to promote the holding of meetings rallies and social gatherings of members of the company

3.1.8. to maintain a directory of names of driving judges and lecturers

3.1.9. to promote an interest in driving and related activities

3.1.10. to establish maintain and conduct a club for the enjoyment of the members of the company and generally to afford them all the usual privileges and advantages of a club

3.1.11. to promote and hold, either alone or jointly with any other association, club or persons, meetings, outings, visits, talks, competitions, drives, social functions and other entertainments

3.1.12. to do such things as the directors consider to be in the best interests of the company

3.1.13. to co-operate with any other society organisation or body in the furtherance of any of the purposes mentioned above

3.1.14. to do all such other lawful things as are incidental to or conducive to the attainment of the above objects or any of them ("the principal objects")

3.2. In furtherance of the principal objects but not otherwise the company shall have power

3.2.1. to invest and deal with the money of the company not immediately required upon such securities and in such manner as may from time to time be determined by the directors

3.2.2. to accept any gift of property, whether subject to any special trust or not for any purpose within the principal objects

3.2.3. to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Association

3.2.4. to print and publish any newspapers periodicals books leaflets or other media

3.2.5. to undertake and execute any trusts or agency business which may seem conducive to any of the principal objects

3.2.6. to subscribe to any charity and to grant donations for any purpose

3.2.7. to purchase or otherwise acquire any property assets or liabilities incidental to or which are considered conducive to the principal objects and thereafter to deal with that property in any way

3.2.8. to amalgamate with any companies institutions societies associations or other organisations having objects wholly or in part similar to those of the company and thereafter to undertake all or any engagements of such body

3.2.9. to do all such other lawful things as are incidental or conducive to the pursuit or attainment of any of the principal objects.

#### 4. Income

The income of the company howsoever derived shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.

## 5. Limited liability

The liability of the members is limited

## 6. Undertaking to contribute to assets

Every member of the company undertakes to contribute such amount (not exceeding £1.00) to the company's assets if it is wound up while he is a member or within one year after he ceases to be a member as may be required for payment of the company's debts and liabilities contracted or incurred before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves.

## 7. Winding up

If on the winding up of the company there remains any surplus after the satisfaction of all its debts and liabilities the surplus shall be distributed among the Adult Members of the company. The liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by law, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members as he (with the like sanction) determines.

# ARTICLES OF ASSOCIATION

## 1. Interpretation

In these Rules expressions have meanings as follows:

"Act"	: The Companies Act 1985 as amended by subsequent legislation
"Areas"	: the administrative regions of the Society provided for in Rule 14.1
"Area Commissioner"	: a person appointed in accordance with Rule 14.3 to that post
"Branches":	: geographical groupings of Areas provided for in Rule 14.2
"Branch Chairman"	: a person appointed in accordance with Rule 14.3 to that post
"Committee"	: any committee constituted by the Council as envisaged in Rule 5.4.1
"Council"	: the board of directors of the Society as referred to in Rule 5
"Council Member"	: a member of the Council as specified in Rule 8
"driving"	: the driving of equine animals
"Executive Secretary"	: the person from time to time appointed by the Council to fulfil the secretarial functions of the Society
"General Meeting"	: a meeting of the Society, which all Members may attend, as specified in Rule 4
"Junior Member"	: a member of the Society aged under 18 years
"Adult Member"	: a member of the Society aged 18 years or over
"Members"	: Adult Members and Junior Members (and Member shall be interpreted accordingly)
"Membership"	: membership of the Society
"Rules"	: these Rules or any others amplifying, amending or replacing them from time to time being the Articles of Association of the Society
"the Society"	: the company being the British Driving Society Limited

1.2. Words denoting the singular include the plural and vice versa, and the masculine gender includes the feminine gender.

1.3. The headings to these Rules are for convenience only and are not to be taken into account in their interpretation.

## 2. Membership

2.1. The first Members of the Society are the signatories to the Memorandum of Association and these Articles and every person who at the date of incorporation of the Society had paid a subscription fee to, and was a then current member of, the unincorporated society known as The British Driving Society referred to in paragraph 3.1.1 of the Memorandum of Association

2.2. The Members of the Society shall be the people specified in Rule 2.1 above and such other people as may in the future be admitted as Members in accordance with these Rules.

2.3. Any individual may apply to be a Member.

2.4. On attaining 18 years a Junior Member will automatically become an Adult Member.

2.5. Applications for Membership must be addressed in writing to the Society accompanied by payment in tender of the entrance fee (if any) and subscription (as specified in Rule 3), ▷

- upon receipt of which an applicant may provisionally enjoy the privileges of Membership (but shall have no voting rights) pending acceptance or rejection of the application by the Council.
- 2.6. Each application for Membership will be considered by the Council.
  - 2.7. The Council at its sole discretion may accept or reject an application for Membership without giving any reason.
  - 2.8. Any entrance fee and subscription tendered by an applicant who is not accepted as a Member will be returned to him.
  - 2.9. Any Member may resign his Membership by giving written notice to the Society. Such a notice will (unless otherwise expressed) take effect on the date of receipt, but any Member who resigns will remain liable to the Society for any unpaid subscription including his subscription for the year during which he resigns.
  - 2.10. The Council may take any of the following actions in respect of a Member who (in the opinion of the Council) offends against the Rules of the Society or any regulation made under Rule 5.2 or whose conduct or continued Membership is (in the opinion of the Council) detrimental to the interests of the Society or whose conduct is (in the opinion of the Council) objectionable in any respect or who is (in the opinion of the Council) unfit to remain a Member:
    - 2.10.1. invite the resignation of the Member; or
    - 2.10.2. expel the Member from the Society; or
    - 2.10.3. suspend the Member from the Society for such period as the Council may decide; or
    - 2.10.4. reprimand or admonish the Member.
  - 2.11. If any Member is convicted on indictment of any criminal offence or is lawfully imprisoned, or being engaged in any profession is prohibited by the disciplinary body of that profession from continuing to practice that Member ipso facto ceases to be a Member of the Society, but any person so ceasing to be a Member may be readmitted to Membership by the Council at its discretion.
  - 2.12. If the Council receives a complaint about a Member it may (but shall not be obliged to) refer the matter to a Committee comprising at least three Council Members. That Committee will call a meeting of which not less than 21 days notice will be given to the Member in question who will be invited to attend to answer the complaint and/or allegation against him. The refusal or failure of the Member to attend such meeting will not prohibit the Committee from reaching any conclusion, nor from making a recommendation to the Council. The Committee may call for such evidence (whether written or oral) from such persons as it deems appropriate. The Committee will (by majority vote) determine the facts by reference to the evidence it receives and will (by majority vote) decide whether the complaint is upheld and report accordingly to the Council with a recommendation as to what action, if any, should be taken.
  - 2.13. On ceasing to be a Member a person forfeits all right to and claim upon the Society, its assets and its funds.


### **3. Entrance Fees and Subscriptions**

- 3.1. The amounts of entrance fees (if any) on admission as a Member and annual subscriptions payable by Members shall be such sums as are specified from time to time by the Council which has the power to provide for concessionary amounts in respect of Junior Members, two Members who live at the same address and such others as the Council may in its discretion decide.
- 3.2. All annual subscriptions must be paid in advance on 1<sup>st</sup> January in each year, or upon admission to Membership when the full annual subscription is payable for the period ending 31<sup>st</sup> December in the year of admission but when a person applies for Membership after 1<sup>st</sup> September in any year the Council has discretion to waive payment of a subscription for the period to 31<sup>st</sup> December in that year
- 3.3. The Council may (but shall not be obliged to) terminate the Membership of any Member whose subscription or any part of it remains unpaid at 31<sup>st</sup> March but the Council has authority to reinstate any such Member within nine months of termination on such terms as to payment of arrears or otherwise as the Council may think fit.
- 3.4. Any Member or former Member who overpays any subscription will be entitled to repayment but limited to a maximum of one year's subscription, any surplus being forfeited to the Society.

#### **4. General Meetings**

- 4.1. A General Meeting shall be either an Annual General Meeting or an Extraordinary General Meeting.
- 4.2. Notice of every General Meeting shall be given in accordance with the provisions of the Act but the accidental omission to give notice of a General Meeting to, or non-receipt of such notice by, any Member will not invalidate the proceedings at that meeting.
- 4.3. An Annual General Meeting of the Society shall be held once a year at such time and place nominated by the Council.
- 4.4. The business of the Annual General Meeting is :
  - ~ to receive the Council's report;
  - ~ to receive the Society's accounts for the preceding financial year;
  - ~ to elect (when appropriate) the President, Vice Presidents, Chairman, and Vice Chairman;
  - ~ to announce the result of the election of Council Members;
  - ~ to decide on any proposition put in accordance with Rule 4.5;
  - ~ to transact any other business as specified in the agenda for the Meeting.
- 4.5. Any Adult Member who wishes to propose a resolution at an Annual General Meeting must give written notice to the Executive Secretary at least 90 days prior to the date of the Annual General Meeting. The Executive Secretary must notify the Council accordingly and the Council will have the power to decide whether or not the proposal will be put at the Annual General Meeting.
- 4.6. An Extraordinary General Meeting may be convened by the Council, at such time and place as the Council nominates.
- 4.7. The President, Chairman or Vice Chairman, may by written notice to the Society, require the Council to convene an Extraordinary General Meeting.
- 4.8. An Extraordinary General Meeting may also be convened on a Members' requisition in accordance with the provisions of the Act.
- 4.9. General Meetings will be chaired by the President, the Chairman, or the Vice-Chairman but in the absence of any such officer the Adult Members present shall appoint from amongst their number a person to chair the meeting.
- 4.10. Every Adult Member is entitled to attend and vote at General Meetings. Junior Members may attend but shall not vote. Voting will be on a show of hands, unless either before or upon the declaration of the result of a show of hands, a poll of all Adult Members is demanded by the person chairing the meeting, or by at least five of the Adult Members. Except when a poll is validly demanded, the declaration by the person chairing the General Meeting that a resolution has been carried or rejected and an entry to that effect in the minutes of the Meeting will be conclusive.
- 4.11. Adult Members must cast votes personally at General Meetings and may not appoint representatives or vote by proxy. A poll will be taken in such a manner as the person chairing the meeting may direct, and the result of the poll will be deemed to be the resolution of the Society in General Meeting. In a poll, every Adult Member is entitled to one vote on each motion.
- 4.12. Unless otherwise required in law, resolutions shall be passed by a majority of Adult Members present and voting at a General Meeting, or of Adult Members voting in a poll (as appropriate). If there is equality of votes at a General Meeting or in a poll, the President will have a casting vote.

#### **5. Council**

- 5.1 The management and administration of the Society is vested in the Council which may exercise all the powers of the Society. The powers given by this rule shall not be limited by any special power given to the Council by these Rules and a Council meeting at which a quorum is present may exercise all powers vested in the Council.
- 5.2 The Council may from time to time make, repeal and amend any regulations (not conflicting with these Rules or the Memorandum of Association or any resolution of the Society in General Meeting) as it considers expedient for the benefit of the Society. All such regulations will be binding on Members until repealed by the Council or Society in General Meeting.
- 5.3.1. The Council is empowered to appoint an Executive Secretary, and such other employees 

as it may deem necessary on such terms and at such rates of remuneration as the Council thinks fit with power to vary rates and terms, and to terminate any engagement and fill a vacancy in the office at its discretion.

- 5.3.2. The Council is empowered to enter into such contracts and arrangements (including the borrowing of money) as it deems appropriate for the performance of the functions of the Society and/or the furtherance of the interests of the Society. The Chairman and at least one other Council Member shall be authorised signatories for any contract entered into by the Society.
- 5.4.1. The Council has authority to delegate any of its powers, functions and duties to such Committees as it may designate and constitute from time to time and the Council shall specify the duties, powers and functions of such Committees.
- 5.4.2. Any Committee may be dissolved by the Council.
- 5.4.3. Any delegation of powers, functions and duties or the appointment of a Committee is subject to any regulations, terms and conditions the Council may periodically impose and may be recalled, altered or revoked by the Council. Subject to any such conditions, the proceedings of a Committee shall be governed by the Rules regulating the proceedings of the Council so far as they are capable of applying.
- 5.4.4. The Council shall retain the right of appointment and removal of chairmen and members of every Committee, despite any delegation of the Council's powers under Rule 5.4.1.
- 5.4.5. The Chairman and Vice Chairman shall be ex-officio members of all Committees.
- 5.4.6. The Council has authority to delegate any of its powers, functions and duties to any Area or Branch and such delegation may be subject to any regulations, terms and conditions as the Council may periodically impose and may be recalled, altered or revoked by the Council.

## **6. Council Members' Expenses**

Council Members may be paid all travelling and other out of pocket expenses properly incurred by them in connection with their attendance at meetings of the Council or Committees or General Meetings or otherwise in connection with the discharge of their duties.

## **7. Council Members' Interests**

Provided that he has disclosed to the Council the nature and extent of any material interest of his, a Council Member (notwithstanding his office) may be a party to or otherwise interested in any transaction or arrangement with the Society.

## **8. Council Members**

- 8.1. The Council Members shall be:
  - 8.1.1. the Chairman and Vice Chairman of the Society; and
  - 8.1.2. twelve Council Members who are elected in accordance with Rule 8.2 or co-opted in accordance with Rule 8.5.1; and
  - 8.1.3. such Council Members as may be co-opted in accordance with Rule 8.5.2.
- 8.2.1. Council Members (other than those co-opted) must be elected by a ballot of Adult Members.
- 8.2.2. Except for Council Members due to retire from office under Rule 8.4 (who will be eligible for re-election without nomination) candidates for election as Council Members must be nominated in writing (by such method and in such form of nomination as the Council may from time to time prescribe) by not less than two Adult Members
- 8.2.3. Ballot papers shall be sent to all Adult Members and each Adult Member shall be entitled to vote, in the manner and by the date prescribed, for as many candidates as there are vacancies to be filled (and no more).
- 8.2.4. Those candidates, corresponding in number to vacancies of offices of Council Members next due to occur in accordance with Rule 8.4, with the greatest number of votes validly cast will be elected Council Members, and in the case of two or more candidates receiving an equal number of votes the election will be decided by a show of hands of Adult Members attending and voting at the next Annual General Meeting.
- 8.2.5. Voting papers must be scrutinised by such independent scrutineers as the Council may appoint from time to time and the result of the vote will be declared at the next Annual General Meeting.
- 8.3. A person elected a Council Member will take office with effect from the date of the Annual General Meeting at which the result of the election is declared.

- 8.4. Each elected Council Member will retire from membership of the Council on the date of the third Annual General Meeting occurring after he takes office following his election or re-election, but will be eligible for re-election to the Council and/or may be re-appointed a Council Member (if appropriate) under Rules 8.1.1 or 8.5.1 or 8.5.2.
- 8.5.1. The Council may, at its sole discretion, co-opt any Adult Member to fill any casual vacancy in the office of an elected Council Member for the residue of the period of tenure of the vacant office and the Committee will have all the rights, powers and duties of the vacant office to which he is appointed.
- 8.5.2. The Council may, at its sole discretion, co-opt as Council Members such Branch Chairman or Chairmen as it may determine.
- 8.6.1. A person will cease to be a Council Member if
  - ~ he sends a written resignation to the Society;
  - ~ he ceases to be a Member of the Society;
  - ~ he is removed by resolution passed at a General Meeting of the Society
- 8.6.2. By resolution of the Council a person will cease to be a Council Member if:
  - ~ he becomes bankrupt or compounds with his creditors; or
  - ~ he engages in any business or activity or does or omits to do anything which in the opinion of the Council is contrary to the interests or good standing of the Society; or
  - ~ he is convicted of an indictable offence or is lawfully imprisoned; or
  - ~ he is mentally or physically incapacitated from performing his duties as a Council Member; or
  - ~ without the consent of the Council and without reasonable excuse he fails to attend four consecutive Council Meetings; or
  - ~ he has been co-opted under Rule 8.5.1 or 8.5.2 and the Council decides that he is no longer required as a Council Member.

**9. Presidents, Vice Presidents, Chairman and Vice Chairman**

- 9.1. The first President of the Society is the person who currently holds office as President of the unincorporated body known as the British Driving Society referred to in paragraph 3.1 of the Memorandum of Association. He shall hold office until the date when he would have been due to retire from that office in accordance with the rules of that unincorporated society but he shall be eligible for re-election as President. The President shall be nominated by the Council subject to election at an Annual General Meeting. He must retire from office at the fourth Annual General Meeting after his election but shall be eligible for re-election as President.
- 9.2. The first Chairman of the Society is the person who currently holds office as Chairman of the unincorporated body known as the British Driving Society referred to in paragraph 3.1 of the Memorandum of Association. He shall hold office until the date when he would have been due to retire from that office in accordance with the rules of that unincorporated society but he shall be eligible for re-election as Chairman. The Chairman shall be nominated by the Council subject to election at an Annual General Meeting. He must retire from office at the third Annual General Meeting after his election but shall be eligible for re-election as Chairman.
- 9.3. The first Vice Chairman of the Society is the person who currently holds office as Vice Chairman of the unincorporated body known as the British Driving Society referred to in paragraph 3.1 of the Memorandum of Association. He shall hold office until the date when he would have been due to retire from that office in accordance with the rules of that unincorporated society but he shall be eligible for re-election as Vice Chairman. The Vice Chairman shall be nominated by the Council subject to election at an Annual General Meeting. He must retire from office at the third Annual General Meeting after his election but shall be eligible for re-election as Vice Chairman.
- 9.4. The first Vice-Presidents of the Society are the persons who currently hold office as Vice-Presidents of the unincorporated body known as the British Driving Society referred to in paragraph 3.1 of the Memorandum of Association. Each subsequent Vice President shall be nominated by the Council subject to election at an Annual General Meeting. Vice Presidents must be limited to ten in number at any one time and must be Adult Members who are deemed to have rendered notable service to the Society.



- 9.5. If a President, Chairman or Vice Chairman dies, retires or otherwise ceases to hold office, the Council is empowered to appoint another Adult Member to fill the vacancy as President Designate, Chairman Designate or Vice Chairman Designate until the next Annual General Meeting during which period the appointee will have all the rights, powers and duties of the vacant office to which he is appointed.

#### **10. Council Meetings**

- 10.1. The Council will meet when considered necessary by not less than seven Council Members or when called by the Chairman or Vice Chairman.
- 10.2. So far as practically reasonable, prior written notice of the date and venue of each Council Meeting will be given to each Council Member.
- 10.3. The Chairman will preside at every meeting of the Council or, in his absence, the Vice Chairman or such other Council Member as those present may decide.
- 10.4. Decisions shall be made and resolutions may be passed by a majority of the Council Members present at a Council Meeting voting by show of hands, and if there is an equality of votes at any Council Meeting, the person chairing the meeting will have a casting vote.
- 10.5. The only people entitled to attend Council Meetings shall be Council Members and such others (whether or not Members) as the Council may invite.

#### **11. Quora**

- 11.1. The quorum at any Council Meeting is seven Council Members. The quorum at a General Meeting is fifty Adult Members.
- 11.2. No business may be transacted at a meeting and no resolution may be validly passed unless the appropriate quorum is present.
- 11.3. If, within half an hour from the time appointed for a General Meeting, a quorum is not present, the meeting must stand adjourned to such time and place as the person chairing the meeting directs, and if at such an adjourned meeting a quorum is not present, those Adult Members who are present shall be a quorum and may transact the business for which the meeting was called.

#### **12. Minutes**

- 12.1. The Executive Secretary (or an appropriate deputy) will record the business transacted at all Council and General Meetings.
- 12.2. The minutes of any meeting will either be read out at the next meeting or circulated prior to or at the next meeting and, if approved, confirmed at that next meeting.
- 12.3. Minutes of General Meetings will be available for inspection by Members at reasonable times and on reasonable notice. Minutes of Council Meetings will not be open to inspection by Members other than Members of the Council, unless the Council otherwise resolves.

#### **13. Affiliation**

- 13.1. By resolution of the Council the Society may affiliate with any other society, organisation, club or body.
- 13.2. Any society, organisation, club or body may by approval of the Council affiliate to the Society on such terms and payment of such annual affiliation fee (if any) as the Council may decide.
- 13.3. Any affiliation may be revoked or varied by the Council.

#### **14. Areas and Branches**

- 14.1. For the furtherance of the activities, administration and organisation of the functions of the Society, the United Kingdom is divided into administrative geographical areas ("Areas") by the Council. The Council has power to alter the boundaries of any Area or to divide or amalgamate any Area or Areas.
- 14.2. Scotland and Wales are designated as Branches for the purposes of co-ordinating the activities of Areas within their respective territories and additional Branches may also be designated by the Council.
- 14.3. An Area Commissioner for each Area and a Branch Chairman for each Branch will be appointed by and at the discretion of the Council or in such manner as the Council may prescribe from time to time. The Council will have regard to, but shall not be bound by, any nominations received.
- 14.4. Whilst as a general principle it is envisaged that each Area Commissioner and Branch Chairman will hold office for a three year period, the appointment may be extended or

terminated at any time by the Council at its sole discretion without obligation to state any reason.

- 14.5. Subject to periodic directions of the Council the duties of Area Commissioners and Branch Chairmen are to further the objects of the Society within their territories, to report to the Council and to liaise regularly with the Council on the activities of the Society and its Members within their territories, and in addition Branch Chairmen shall co-ordinate and regulate the activities of Areas within their Branches.
- 14.6. Subject to rulings from time to time of the Council, Area Commissioners and Branch Chairmen will have the authority to appoint and dismiss assistants and/or deputies, and to form and disband committees to help in the management and administration and the furtherance of the Society's activities in their territories.
- 14.7. Payments (to such limits as the Council may periodically set) may be made to Branch Chairmen and Area Commissioners to meet the proper expenses of the Society's activities in their territories. The Council may (but is not obliged to) provide for a global payment to any Branch for distribution amongst Areas within that Branch as may be decided by a committee chaired by the relevant Branch Chairman.

#### **15. Banking and Accounts**

- 15.1. The Society's bank shall be Barclays Bank plc, or such other bank or banks as the Council may decide.
- 15.2. All cheques drawn on the Society's account will be signed by two people from a panel of signatories nominated from time to time by Council.
- 15.3. The Society's Treasurer as appointed from time to time by the Council must keep proper accounts of all sums of money received and expended by the Society and of the assets and liabilities of the Society.
- 15.4. The Society's financial year ends on such date in each year as the Council may from time to time determine
- 15.5. The annual accounts and balance sheet will be presented to the Members at the Annual General Meeting.

#### **16. Notices and Communications**

- 16.1. Any notice to a Member will be validly served by delivering it to the Member personally or by sending it by pre-paid post addressed to such Member at his address recorded in the Society's list of Members. A Member whose address so recorded is not within the United Kingdom and who gives to the Society an address in 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 Society.
- 16.2. Any notice to the Society will be validly served only if delivered personally to or sent by pre-paid post to its Registered Office.
- 16.3. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice from the Society shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.
- 16.4. A notice will be deemed to have been validly served if it is incorporated within a newsletter or similar regular communication of the Society.

#### **17. Indemnity**

Every Council Member shall be indemnified out of the assets of the Society against any liability incurred by him in the proper execution of the powers duties and functions of that office.

#### **18. Winding up**

The Society shall be wound up voluntarily whenever a Special Resolution is passed that the Society should be wound up. Clause 7 of the Memorandum of Association of the Society shall have effect as if the provisions of that clause were repeated here.