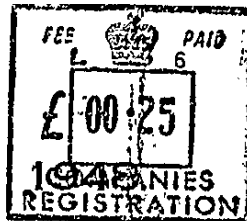
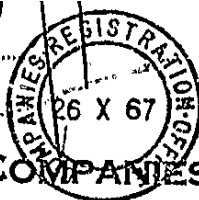


NO. OF COMPANY.....

J 61300



[C.F. 41]

THE COMPANIES ACT, 1948



A 5/- Companies Registration Fee Stamp must be impressed here.

# Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF COMPANY..... THE BRITISH SCIENCE FICTION ASSOCIATION

LIMITED.

CAT. No. C.F.41.

C511 J6164(J)L

## JORDAN & SONS, LIMITED

Company Registration Agents, Printers and Publishers  
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

MESSRS. GREENWOODS,  
18 PRIESTGATE,

PETERBOROUGH.



COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.

921500

MEMORANDUM OF ASSOCIATION

of

THE BRITISH SCIENCE FICTION ASSOCIATION  
LIMITED.



1. The name of the Company (hereinafter called "the Association") is "THE BRITISH SCIENCE FICTION ASSOCIATION LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
  - (A) (i) To promote and encourage the reading, writing and publishing of science fiction literature and other art form; to heighten public knowledge, understanding, appreciation and enjoyment of science fiction literature; to educate and improve the public taste in connection with such literature and generally to further the development and advance of such literature; to acquire and take over all or any of the assets and liabilities of the unincorporated body known as The British Science Fiction Association.
  - (ii) To assist and encourage persons interested in science fiction literature to meet and maintain contact with other such persons; to provide liaison and other facilities enabling persons interested in science fiction literature to meet and discuss such literature with science fiction writers.
  - (iii) To stimulate, help and encourage science fiction writers by providing them with facilities or opportunities for learning or improving their knowledge of the nature of science fiction literature; to promote and organise lectures, courses and discussion on and about the subject of science fiction literature.
  - (iv) To help and encourage persons interested in science fiction literature, and the public generally, to acquire or improve their knowledge of science fiction literature and to establish and maintain libraries and to publish and print books, pamphlets and articles of science fiction; and to establish and maintain scholarships and provide grants, prizes and financial assistance to students, writers and others with a view to promoting knowledge and writing of science fiction.
  - (v) To act as proprietors and operators of such premises and providers of such facilities and amenities as will in any way assist the furtherance of the aims of the Association. X

- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (H) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any

such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited. ✓

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the

rights of the contributories among themselves, such amount as may be required not exceeding One Pound. ✓

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 institutions having charitable 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.

subscribed, are desirous of being formed into a Company  
in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Bruce Opitz Higher Wick, Dartington, Totnes, Devon.  
Author and Composer.

Brian W. Aldiss Jasmine House, Holton, Oxford.  
Writer & Literary Editor.

Thomas V. Boardman Pelham, Priory Road  
Sunningdale, Berks. Publisher

P. B. Luff 67 Mowton Road  
LONDON S.W.23  
WRITER

H. K. Bulmer 19 Orchard Way, Horsmonden,  
Tonbridge, Kent. author

John Slater "DARWIN" LISTERS ROAD, HOWELL  
COMPANY DIRECTOR

D. E. Parker 38 Millfield Road  
Deeping St James  
Peterborough  
MARRIED WOMAN

Dated this 23<sup>rd</sup> day of October, 1956.

Witness to the above Signatures: - of K. F. SLATER & D. E. PARKER

of G. Ireland - 19 St. Augustine Rd. Wesbeck (Butcher)

- of BRUCE MONTGOMERY: M. A. Worthington 22 Swallowfields Totnes.
- of BRIAN W. ALDISS: 14 Thomas, 71 Iffley Road, Oxford, Journalist, Married Woman.
- of H. K. BULMER: Sheila J. Singleton, 20, Orchard Way, Horsmonden
- of K. C. TUNIS, R. Leaver 3. Clare House 5101 Married Woman.  
(Display names)
- of T. V. Boardman: Wilfrid Lee Woodroffe, Devenish Rd, Sunningdale,  
Chalfont Engineer

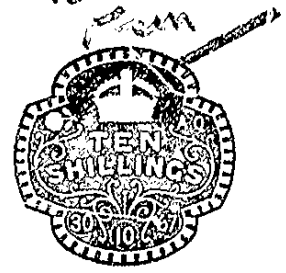
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.

ARTICLES OF ASSOCIATION

of

THE BRITISH SCIENCE FICTION ASSOCIATION  
LIMITED.



GENERAL.

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

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

2. The number of members with which the Association proposes to be registered is 500, but the Council may from time to time register an increase of members. |||

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. Subject to the provisions of Article 9 hereof the Subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership, shall be members of the Association. The Council shall have the power to exclude or expel any person from membership without assigning any reason therefor.

6. Upon admission to membership each person shall pay an admission fee and in the year of admission and each subsequent year a membership fee.

7. The admission and membership fees shall be at such amounts as the Council shall from time to time determine. The Council may at their discretion admit a person to membership without payment of an admission fee or membership fee.

8. Any member who fails to pay the annual membership fee within three months of the due date shall be deemed to have resigned.

9. A person who at the date of incorporation of the Association is a member of the unincorporated body known as The British Science Fiction Association shall be deemed to be a fully paid member of the Association until such time as his subscription to the said unincorporated body would have become due for renewal.

#### GENERAL MEETINGS.

10. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its



first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 members personally present shall be a quorum.

17. If within an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place

as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman or Vice-Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

25. Subject as hereinafter provided, every member shall have one vote.

26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

27. Votes may be given on a poll either personally or by proxy. A proxy must be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

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

"  
"I, \_\_\_\_\_,  
"of \_\_\_\_\_,  
"a member of \_\_\_\_\_,  
"hereby appoint \_\_\_\_\_,  
"of \_\_\_\_\_,  
"and failing him,  
"of \_\_\_\_\_,  
"to vote for me and on my behalf at the [Annual  
"or Extraordinary, or Adjourned, as the case  
"may be] General Meeting of the Association to  
"be held on the \_\_\_\_\_ day of \_\_\_\_\_,  
"and at every adjournment thereof.

"As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_."

The instrument appointing a proxy, shall be deemed to confer authority to demand or join in demanding a poll.

#### COUNCIL OF MANAGEMENT.

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than three nor more than fifteen.

33. The first members of the Council shall be the subscribers to the Memorandum of Association. // ✓

34. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

35. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

#### POWERS OF THE COUNCIL.

36. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation

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

37. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY.

38. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Secretary or any assistant or deputy Secretary shall be a member of the Council.

#### THE SEAL.

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

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

40. The office of a member of the Council shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

- (G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL.

41. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
42. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by resolution of the Council. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
43. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
44. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days. The requirement for Notice to be given may be waived by Resolution passed by 90% of the persons present and voting at the General Meeting.
45. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
46. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary

Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL.

47. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

48. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

49. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

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

51. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

52. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as

valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

53. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### ACCOUNTS.

55. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be 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 affairs of the Association and to explain its transactions.

56. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

57. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council.

58. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure



account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

#### AUDIT.

59. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

#### NOTICES.

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

62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION.

64. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ernie Overidge - Hisner Walk, Dorkington, Totnes, Devon. Author & Composer.

Brian W. Morris - Jasmine House, Holton, Oxford. Writer & Literary Editor.

P. C. Loft, 67, Moulton Road, London N.E. 23, Writer.

Journal Board member Pelham, Priory Road, Suringdale, Bucks. Publisher.

H. K. Bulmer. 19, Orchard Way, Horsmanden, Tonbridge, Kent. author.

~~W. J. [Signature]~~ "DARWIN" CIRENS ROAD, URMEL; COMPANY DIRECTOR

D. Parker, 38 Mulfield Rd, Deeping St James Peterborough Married Woman

Dated this

23rd day of October

1967

Witness to the above Signatures: - of K. F. SLATER & D. E. PARKER of 19 St Augustine Rd, Wusbeck (Bath)

of BRUCE MONTGOMERY: M. A. Northington 22 Swallowfields Totnes

of BRIAN MORRIS & HATHORN, 71 Ifley Road, Oxford

of L. C. TUBB & ~~SHARPE~~ JALITHAN, Married Woman.

of H. K. BULMER: 24 MESSEPORE EST. ANN ESTHAM BUCKS.

of T. V. BOARDMAN: Sheila J. Singleton, 20, Orchard Way

Horsmanden Married Woman.



## CERTIFICATE OF INCORPORATION

No. 921500

I hereby certify that

**THE BRITISH SCIENCE FICTION ASSOCIATION LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 6TH NOVEMBER, 1967.

A handwritten signature in cursive script, appearing to read 'J. A. Styles'.

*Assistant Registrar of Companies*