

Company Number 1395971

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
FRIENDS OF ASHVILLE COLLEGE HARROGATE

(adopted by Special Resolution passed on [28 April] 2008)

1. DEFINITIONS AND INTERPRETATION

1.1 The following expressions shall have the meanings set against them:-

"the Act"	the Companies Act 1985 as amended by the Companies Act 1989 and includes a reference to any statutory modification or reenactment of the act for the time being in force
"these Articles"	these Articles of Association as the same may be amended from time to time
"the Association"	the company known as Friends of Ashville College Harrogate registered in England and Wales with Company Number 1395971
"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
"the College"	Ashville College Harrogate
"the Council"	those persons who from time to time comprise the Council of Management of the Association
"executed"	includes any mode of execution
"Member"	any person who at the date of the adoption of these Articles is a Member of the Association and any person who after that date is admitted to membership of the Association in accordance with these Articles
"the memorandum"	means the memorandum of association of the Association
"office"	means the registered office of the Association
"the seal"	means the common seal of the Association if it has one
"the secretary"	means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistance or deputy secretary
"the trustees"	means the directors of the Association (and "trustee" has a corresponding meaning)
"the United Kingdom"	means Great Britain and Northern Ireland

1.2.1 Words reporting the masculine gender only shall include the feminine gender

1.2.2 The expression "Member" shall include any person who is a Life Member or an Honorary Member

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

1.3 Reference to a person shall include any company, firm, corporation or other body or association, whether incorporated or not and whether or not a legal entity

2. MEMBERS

2.1 Members shall be such persons or classes of person whom the Council may decide to admit to membership of the Association from time to time in accordance with the rules made under Article 61 no person shall be admitted a member of the Association unless his application for membership is approved by the Trustees

2.2 A Member, may at any time withdraw from the Association by giving at least seven clear days notice to the Association. Membership shall not be transferable and shall cease on death

2.3 The Council may in its discretion terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Council or a committee of the Council

2.4.1 Any person may be admitted by the Council as a Life Member or as an Honorary Member on such terms and subject to such conditions as the Association may decide from time to time at its Annual General Meeting. The spouse of any person admitted as a Life Member or as an Honorary Member shall also be a Member for so long as his or her spouse shall continue to be a Life Member or an Honorary Member

2.4.2 Past or present Members of the staff of the College may be appointed as Honorary Members at such times and on such terms as the Council shall in its discretion decide

2.4.3 Any person who at the date of the adoption of these Articles is a Life Member or an Honorary Member shall continue to be such

3. GENERAL MEETING

3.1 The Association 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 Association and that of the next: Provided that so long as the Association 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.

3.2 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 Association may call a general meeting

4 NOTICE OF GENERAL MEETINGS

4.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a member of the Council 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:-

- (1) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (2) in the case of any other General Meeting by a majority in a number of the Members having a right to attend and vote being a majority together holding (subject to the provisions of any elective resolution of the Association for the time being in force) not less than ninety-five per cent of the total voting rights at the Meeting of all Members

4.2 The notice shall specify the time and place of the Meeting and, in the case of an Annual General Meeting, shall specify the Meeting as such

4.3 The notice shall be given to all the Members and to the members of the Council and to the Auditors

4.4 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

5 PROCEEDINGS AT GENERAL MEETINGS

5.1 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 authorized representative of a member organization, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum

5.2 Any Members entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak and to vote at the Meeting

5.3 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved

5.4 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

5.5 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

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

5.7 The chairman may, with the consent of a 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 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 business to be transacted. Otherwise it shall not be necessary to give any such notice.

5.8 A resolution to 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:

- (1) by the chairman; or
- (2) by at least two members having the right to vote at the meeting or
- (3) 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

5.9 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

5.10 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

5.11 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

5.12 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.

5.13 A poll demanded on the election of a chairman or 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 has not been made

5.14 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

6. VOTE OF MEMBERS

6.1 Subject to Article 5.12 every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

6.2 No Member shall be entitled to vote at a General Meeting unless he has (if required) paid every subscription and other sum (if any) due and payable to the Association or has otherwise complied with his obligations as a Member

6.3 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

6.4 A vote given or poll demanded by the duly authorized representative of a member organization 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 Association 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

6.5 Any organisation which is a member of the Association 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 Association, and the person so authorized shall be entitled to exercise the same powers on behalf of the organization which he represents as the organization could exercise if it were an individual member of the Association.

6.6 A poll may be demanded (before or on the declaration of the result of the show of hands):-

- (1) by the Chairman; or
- (2) by not less than 9 Members present

6.7 The decision of the Chairman shall be final and conclusive as to the validity of any vote cast, whether in person or by proxy

7 APPOINTMENT OF MEMBERS OF THE COUNCIL

7.1 The minimum number of members of the Council shall be nine and unless determined otherwise by Ordinary Resolution in General Meeting of the Association the maximum number of members of the Council shall be 25

7.2 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.

7.3 Persons shall be appointed a member of the Council at any General Meeting if:-

- (1) he is recommended by the Council; or
- (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by not less than ten per cent of the Members qualified to vote at the General Meeting has been given to the Association of the intention to

propose that person for appointment, together with notice signed by that person of his willingness to be appointed

7.4 The following shall be ex-officio Members of the Council:-

- (1) The Head of the College for the time being
- (2) A representative nominated by the Governing Body of the College
- (3) A representative nominated by the Ashvillian Society
- (4) A representative of the staff of the Pre-Prep School
- (5) A representative of the staff of the Junior School
- (6) A representative of the staff of the Senior School

Notice of the nomination or revocation of such nomination of the representatives mentioned in sub-clauses (2), (3), (4) and (5) above shall be given in writing signed by:-

- (a) In respect of sub-clause (2) above, the Secretary or Chairman of the Governing body of the College
- (b) In respect of sub-clause (3) above, the President for the time being of the said Society
- (c) In respect of sub-clause (4) above, the Head for the time being of the Pre-Prep School
- (d) In respect of sub-clause (5) above, the Head for the time being of the Junior School
- (e) In respect of sub-clause (6) above, the Head for the time being of the Senior School

7.5 Ex-officio members of the Council shall be entitled to receive notice of and copies of the minutes of meetings of the Council and shall be counted in determining whether or not a quorum of the Council is present but shall not be entitled to vote at a meeting of the Council

7.6 The Council may appoint a maximum 2 additional members of the Council (who need not be Members) on such terms as the Council agree

7.7 Save as provided in clauses 7.4 and 7.6 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 whether ex-officio or not. No person shall be disqualified from becoming or remaining a member of the Council by reason of age

7.8 Subject to clause 7.3, the Association may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a member of the Council, either to fill a vacancy or as an additional member of the Council

7.9 The Council may appoint a Member who is willing to act to be a member of the Council, either to fill a vacancy or as an additional member of the Council, provided that the appointment does not cause the number of the members of the Council to exceed any number determined in accordance with clause 6.2 above as the maximum number of members of the Council for the time being

7.10 Unless the Association shall resolve otherwise by Ordinary Resolution in General Meeting no member of the Council shall be entitled to be paid or to receive any salary, fee or other emolument in money or money's worth from the Association in respect of his office as a member of the Council Provided that nothing herein contained shall prohibit the payment or repayment of any travelling or other expenses incurred by a member of the Council in the performance of his duties as such or the payment of any money or otherwise for goods or services supplied or provided to the Association on an arms length basis by any business in which a member of the Council has any direct or indirect interest subject to such interest being notified to a meeting of the Council in accordance with Section 317 of the Act

7.11 The Council may resolve that any member of the Council shall be removed from the office of a member of the Council at any meeting of the Council attended by not less than three quarters of the Council which have then been appointed (the member of the Council proposed to be removed as a member of the Council not being counted in establishing whether or not three quarters of the Council which have then been appointed are present)

8. POWERS OF MEMBERS

8.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the trustees who may exercise all powers of the Association. 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

8.2 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:

(1) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest the name of the Association 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 Association;

(2) to enter into contracts on behalf of the Association

9. APPOINTMENT AND RETIREMENT OF TRUSTEES

9.1 At the first annual 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

9.2 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

9.3 If the Association 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 appointment of the trustee is put to the meeting and lost

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

- (1) he is recommended by the trustees; or
- (2) 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 Association 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 Association's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed

9.5 No person may be appointed as a trustee:

- (1) If they are under the age of 18 years unless the Association is a registered company or
- (2) In the circumstances such that, he had already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

9.6 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 Association of the intention to propose him at the meeting for appointment and 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 Association's register of trustees.

9.7 Subject as aforesaid, the Association 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

9.8 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 not 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

9.9 Subject aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be appointed

10. DISQUALIFICATION AND REMOVAL OF TRUSTEES

10.1 A trustee shall cease to hold office if he:

- (1) 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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs

- (3) resigns his office by notice to the Association (but only if at least two trustees will remain in office when the notice of resignation is to take effect) or
- (4) is absent without the permission of the trustees from all their meeting held within a period of six months and the trustees resolve that his office be vacated

11. BORROWING POWERS

The Council may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Association or of any third party

12. GRATUITIES AND PENSIONS

12.1 The Council may exercise the powers of the Association conferred by clauses 3(21) and 3(22) of the Memorandum of Association of the Association

13. PROCEEDINGS OF THE COUNCIL

13.1 Subject to complying with clause 7.10 above, a member of the Council may vote, at any meeting of the Council or of any committee of the Council, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

13.2 The quorum for any meeting of the Council shall be 9

13.3 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 purpose of filling vacancies or of calling a general meeting

13.4 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 the meeting

13.5 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

13.6 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

13.7 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 resolution may consist of several documents in the same form, each signed by one or more of the trustees

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

14. MINUTES

14.1 The trustees shall keep minutes in books kept for the purpose

(1) Of all appointments of officers made by the trustees; and

(2) Of all proceedings of the Association and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

15. THE SEAL

15.1 If the Association has a seal it shall only be used with the authority of the Council or of a committee of Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary or a second member of the Council.

15.2 The Association may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Council

16. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part VII of the Act

17. ANNUAL REPORT

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

18. ANNUAL RETURN

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

19. NOTICES

19.1 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.

19.2 The Association 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 office or by leaving it at that address. A member whose registered office 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 Association

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

19.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be deemed 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.

20. INDEMNITY

20.1 Every member of the Council or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 under Section 727 of the Act in which relief is granted to him by the Court, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

20.2 The Council shall have power to purchase and maintain for any member of the Council, officer or Auditor of the Association insurance against any such liability as is referred to in Section 310(1) of the Act

21. RULES OR BYE LAWS

The Council 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 Association and for the purposes of prescribing any conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:-

- (1) the admission and classification of Members, and the rights and privileges of the 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
- (2) The conduct of Members in relation to one another, and to the Association's agents and advisors
- (3) The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes
- (4) The procedure at General Meetings and meetings of the Council and committees of the Association in so far as such procedure is not regulated by these presents
- (5) And, generally, all such matters as are commonly the subject matter of Association rules

The Association in General Meeting shall have power to alter or repeal the Rules or Bye Laws and make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of Members of the Association all such Rules or Bye Laws, which so long as

they shall be in force, shall be binding on all Members of the Association. Provided, nevertheless, that no Rule or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association

22. WINDING UP

Clause 8 of the memorandum shall have effect as if repeated here.