

THE COMPANIES ACTS 1948 – 1980 – 1985 – 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
Memorandum of Association
- OF -
THE ASSOCIATION OF UKRAINIANS
IN GREAT BRITAIN LIMITED

1. The name of the Company (hereinafter called “the Association”) is “THE ASSOCIATION OF UKRAINIANS IN GREAT BRITAIN LIMITED”.

2. The registered office of the Association will be situated in England.

3. The objects of the Association are: -

3.01. To relieve suffering or distress caused, or supply needs or comforts, to Ukrainians affected by any war in which His or Her Majesty’s armed forces were or are in the future engaged.

3.02. To promote, support and protect the well-being and interests of Ukrainians and their descendants on British soil and throughout the world including in Ukraine itself and to grant to its Members and to Ukraine and her people moral and material assistance.

3.03. To foster Ukrainian culture and tradition both among its Members and throughout the world including in Ukraine itself.

3.04. To distribute amongst its Members information on matters affecting their lives and interests and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings, electronic or otherwise, as may seem conducive to any of these objects.

3.05. To facilitate, promote and improve knowledge of Ukraine and everything Ukrainian amongst its Members and their descendants.

3.06. To establish and maintain libraries and to provide its Members with access to books, periodicals, journals and the electronic media in the Ukrainian language.

3.07. To consult, co-operate and combine with other associations or persons in the United Kingdom or elsewhere having similar objects or principles, or whose co-operation may be beneficial to the Association or any of its objects, and to promote and exchange with any such organisations or persons information relating to the well-being of Ukrainians generally.

3.08. To obtain and furnish information or otherwise acquaint its Members with a knowledge of British institutions and the British way of life.

3.09. To provide facilities for the social interaction of Members and if thought fit, to afford them all or any of the usual privileges, advantages, conveniences and accommodation of a cultural centre.

3.10. To provide for and/or facilitate such as the delivery and holding of lectures, exhibitions, public meetings, classes and conferences, calculated directly or indirectly to advance the morale and well-being of its Members.

3.11. To allot or allocate monies for the furtherance of any of the objects of the Association.

3.12. To accept subscriptions, donations, bequests and trusts.

3.13. 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.

3.14. 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 whether for valuable consideration or otherwise with a view to the promotion of its objects.

3.15. To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

3.16. To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that such monies shall only be invested in such securities and with such conditions (if any) as may be for the time being prescribed by law.

3.17. To establish and support or aid in the establishment and support of any charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.

3.18. To pay or grant pensions, annuities, premiums, allowances, gratuities, bonuses, benevolent aid and other benefits to Presidents and ex-Presidents, officers and ex-officers, employees and ex-employees of the Association.

3.19. To pay 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 and to repay to any officer or servant of the Association, or to any Member, reasonable out of pocket expenses incurred on behalf of the Association.

3.20. To insure any of the property of the Association or in which it has an interest against damage or destruction and against such other risks as may be considered necessary, appropriate or desirable and to insure the Association against public liability.

3.21. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

3.22. Provided that 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.

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.

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 twenty five pence.

7. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

THE COMPANIES ACTS 1948 – 1980 – 1985 – 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

Adopted by Special Resolution on the 12th day of July 2003
as amended by a Special Resolution passed on the 9th July 2011

- OF -

THE ASSOCIATION OF UKRAINIANS
IN GREAT BRITAIN LIMITED

GENERAL

1.01. 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
Associate Member	a member of the Association admitted as such in accordance with Articles 10.2 to 10.9.
Branch	a Branch of the Association admitted by the General Council in accordance with the provisions of Article 35.
Branch Committee	a committee of a Branch appointed in accordance with Branch Regulations and the provisions of the Articles.
Branch Regulations	has the meaning given in Article 35.
Delegates	Delegates of each Branch appointed in accordance with the provisions of Article 14.02.
Delegates Registrar	the officer appointed by the General Council to keep a register of Delegates.
Finance Control Committee	the finance control committee of the Association.
General Council	the general council of the Association.
General Council Regulations	regulations made from time to time by the General Council in accordance with the Articles.
Honorary Member	As defined in Article 10.1.
In writing	Written, printed, or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Journal	“The Ukrainian Thought” weekly newspaper or such other publication as may from time to time be provided by the Association for its Members.
Member	a Full Member, and Associate Member or an Honorary Member.
Membership	membership as a Full member
Month	Calendar Month.
Regulations	General Council or Branch Regulations
Sections	a section of the Association admitted by the General Council in accordance with the provisions of Article 36.
Standing Committees	The General Council, Finance Control Committee and the Tribunal when referred to collectively.

The Act	The Companies Act, 1985 and every statutory amendment or modification thereof for the time being in force.
The Association	The above-named Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The Secretary	Any person appointed to perform the duties of the Secretary of the Association.
The Statutes	The Companies Act, 1985, and every other Act for the time being in force concerning joint stock Companies and affecting the Association.
The United Kingdom	Great Britain and Northern Ireland.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
Tribunal	the tribunal of the Association.

1.02. Any 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.

1.03. Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of the Members with which the Association is registered at the date of the adoption of these Articles is 19752 but the General Council may from time to time register a change in the number of Members.

3. Every Member of the Association shall either sign a written consent to become a Member in such form as the General Council may from time to time provide (in which case the Secretary shall update the Register of Members accordingly) 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. The subscribers to the Memorandum of Association and such other persons as shall be admitted to Membership in accordance with the provisions hereinafter contained shall be Full Members of the Association.

MEMBERSHIP

6.01. Subject to Article 6.02 below Full Members of the Association shall be persons of Ukrainian antecedents or the spouses thereof and their direct descendants of at least eighteen years of age, who are legally resident in the United Kingdom, abide with the basic principles of Christian faith and morals, uphold the national dignity, recognise and abide by the laws of the United Kingdom, comply with the Memorandum of Association and these presents, and subscribe such Membership fee ~~sum~~ as may from time to time be approved in General Meeting.

6.02. The Annual General Meeting of the Association may admit from time to time as a Full Member of the Association subject hereto a corporate body of a Ukrainian organisation situated in Great Britain whose objects are similar to those of the Association and with whom the Association maintains close connections.

7. Candidates for Membership shall submit accurate, complete and verifiable applications to the Association in such form as the General Council may from time to time provide. A candidate whose application for Membership has been rejected may appeal in writing to the General Council. Every Full Member other than corporate Members shall on election join a Branch of the Association. A Full Member shall normally join the Branch nearest his residence but in the event of the Full Member living where there is no readily accessible Branch, the General Council may by any Regulation either general or specific prescribe that the Full Member shall join such Branch as the Regulation shall provide.

8. A Full Member shall cease to be a Full Member of the Association in any of the following events:-

8.01. If, under the provisions of Article 29.04 hereof, the Full Member be expelled or suspended by the General Council, or if, having appealed against such expulsion or suspension to the Association in General Meeting, such expulsion or suspension be confirmed by the Association in General Meeting.

8.02. If the Full Member's subscription be in arrears for a period of twelve months.

8.03. If the Full Member gives notice in writing of his or, in the case of a corporate Member, its desire to resign to the General Council.

8.04. In the case of a non-corporate Full Member, if he be absent from the United Kingdom for a continuous period of twelve months.

8.05. Upon the death or, in the case of a corporate Member, dissolution of the Member.

9. Any Full Member upon ceasing from whatever cause to be a Full Member of the Association shall waive and forfeit all rights to any claims upon the assets, property and funds of the Association.

HONORARY AND ASSOCIATE MEMBERSHIP

10.1 The Association shall have the power in general Meeting and upon nomination of the General Council to elect honorary members (each an "Honorary Member") who need not necessarily be persons of Ukrainian antecedents and shall not:

10.1.1 be required to pay any subscription, or

10.1.2 be entitled to receive notice of, attend or vote at any general meeting of the Association or any Branch; or

10.1.3 be entitled to hold any office in the Association; or

10.1.4 be entitled to receive any benefit on the winding up or dissolution of the Association or any Branch; or

10.1.5 have any claim on the assets of the Association or any Branch.

10.2 Every Branch shall have the power exercisable in accordance with the Branch Regulations to admit Associate Members of the Association.

10.3 Applicants to be an Associate Member:

10.3.1 shall submit accurate, complete and verifiable applications to the Branch in such form as the Branch Regulations may provide;

10.3.2 must be persons who have benefitted or will in the opinion of the relevant Branch Committee benefit the Association by their services or support;

10.3.3 need not necessarily be persons of Ukrainian antecedents; and

10.3.4 must be proposed and seconded in each case by a Full Member.

10.4 Applications to be an Associate Member shall be considered by a Branch Committee who shall have the absolute discretion whether to approve such application.

10.5 If approved the Associate Member shall be an Associate Member of the Branch where his application was approved.

10.6 An Associate Member shall be a member of the Association but shall not:

10.6.1 be entitled to receive notice of, attend or vote at any general meeting of the Association or any Branch; or

10.6.2 be entitled to hold any office in the Association; or

10.6.3 be entitled to receive any benefit on the winding up or dissolution of the Association or any Branch; or

10.6.4 have any claim on the assets of the Association or any Branch.

10.7 Associate Members shall pay such membership fee as the relevant Branch Committee shall determine from time to time.

10.8 An Associate Member shall cease to be a member of the Association:

10.8.1 if he is expelled or suspended by the Branch Committee of the Branch which admitted him acting in their absolute discretion;

10.8.2 if he is expelled or suspended by the General Council acting in their absolute discretion;

10.8.3 if his subscription to the Association is in arrears for a period of 12 months;

10.8.4 if he gives notice in writing of his desire to resign to the Branch Committee;
or

10.8.5 upon his death.

10.9 Associate Members may be granted such other rights as may be set out in the Branch Regulations from time to time of the Branch which admitted him.

GENERAL MEETINGS

11. The Association shall in each year hold a General Meeting, as its Annual General Meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time (subject to the preceding sentence of this Article) and at such place as the General Council shall appoint.

12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

13. The General Council or the Finance Control Committee may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on a Full Member's requisition, or, in default, may be convened by such requisitionists, as provided by the Act.

14.01. The Association in General Meeting shall constitute the highest legislative assembly of the Association. All Full Members of the Association, who are entitled to vote in the election of Delegates under the provisions of Article 21 hereof, may be present thereat.

14.02. Only Delegates of Branches, who shall be elected in accordance with Article 21 in the ratio of one Delegate to each eleven to twenty Full Members and in the case of a corporate Full Member one of its representatives appointed in accordance with this Article 14.03 and whose names have been duly communicated to the Secretary of the General Council pursuant to Article 38 hereof shall have the right to vote.

14.03. Where a Member is a corporate body then it may nominate in accordance with Article 45 such persons as it thinks fit (whose number shall not exceed three) to act as its representatives at General Meetings of the Association one of whom shall have the right to vote on behalf of that corporate Member (such representative being for the purposes of the Articles of Association as Delegate).

14.04. A Full Member who has been expelled or suspended pursuant to Article 29.04 and who has notified the Secretary of his wish for an appeal in accordance with that Article shall be entitled to attend the next General Meeting falling after the date of his expulsion or suspension.

15. At least twenty-one days' notice of every General Meeting shall be given in the Journal together with an indication of the nature of the business to be transacted at the meeting. If such an announcement is not made in the Journal then twenty-one days' notice of such a meeting shall before the date fixed for the meeting be sent to every

Full Member who has supplied the Association with an address for service in the United Kingdom in accordance with Articles 54 to 56 (inclusive) (including any Full Member suspended or expelled pursuant to Article 29.04 who has notified the Secretary of his wish for an appeal in accordance with that Article). This notice shall also indicate the nature of the business to be transacted at the meeting.

16. Notice in writing must be given to the Secretary at least fourteen days before the day for holding the meeting, of any resolution to be put to a meeting by any Full Member at such meeting, or any proposal of a person for election as an officer or member of a Standing Committee of the Association.

17. An agenda for the meeting shall at least seven days before the date fixed for the meeting be published in the Journal. If for any reason such publication is not made in the Journal then a copy of such agenda shall, at least seven days before the date fixed for the meeting, be sent by the Secretary to every Full Member who has supplied to the Association an address for service in the United Kingdom in accordance with Articles 54 to 56 (inclusive). No business shall be transacted at the meeting except business included in or arising out of the agenda, provided always that with the consent of all the Full Members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those Full Members think fit. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Full Member shall not invalidate any resolution passed or proceeding made at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. The business of the Annual General Meeting shall include:-

18.01. The election of a Chairman and Vice-Chairman of the Meeting as prescribed by Article 19.03.

18.02. The election of a President of the Association.

18.03. The election of a General Council which shall consist of (i) a Chairman, who shall be the President of the Association *ex officio*, (ii) if elected in accordance with Article 18.07, an Honorary Chairman who shall be the Honorary President of the Association, (iii) up to twenty additional members of the General Council, or such other number of members as the General Council may resolve from time to time, (subject to there being a minimum of twelve members of the General Council at all times) and (iv) a further five deputy members and Honorary members, appointed for the purposes of Article 27. It is a requirement that all members, deputy members and Honorary members of the General Council shall be Full Members (save in the case of any person who is elected to the General Council who is a properly appointed representative of a corporate Member). For the purposes of this Article any person nominated by a corporate Member in accordance with Article 45 who is elected to the General Council shall be considered a member of the General Council in his personal capacity and not as a representative of the corporate Member.

18.04. The election of a Finance Control Committee which shall consist of a Chairman, an Honorary secretary and one member and not less than three deputy members, who shall all be Full Members.

18.05. The election of a Tribunal which shall consist of a Chairman, an Honorary secretary and one member and not less than three deputy members, who shall all be Full Members.

18.06. The election of an Auditor or Auditors.

18.07. The election, if desired, of an Honorary Chairman, who shall be the Honorary President of the Association, and who subject to Article 27 hereof, shall be adviser to the General Council and all Standing Committees of the Association in his capacity of Honorary President.

18.08. The consideration and adoption of the reports of the Standing Committees, balance sheet and statement of Accounts of the Association.

18.09. Subject to Article 16 hereof the consideration of any proposal by any Delegate in respect of such business as includes (without limitation) the alteration or amendment of the Articles of Association or the winding up of the Association.

The consideration of any proposal by any Delegate in respect of the settlement of the sum to be paid by way of Membership subscriptions, the examination of proposals regarding the future activities of the Association and the budget of the Association for the ensuing year and the admission of Honorary Members to the Association.

19. The following standing rules of procedure shall be observed at all General Meetings:-

19.01. No business shall be transacted, save as hereinafter provided, at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of one-tenth of all Delegates who are entitled to vote at the General Meeting in question.

19.02. If within half 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 Full Members, shall be dissolved. In any other case the General Council shall convene a further meeting to be held within one calendar month from the date fixed for the voided meeting, and if at such a meeting a quorum shall not be present within half an hour from the time appointed for holding the meeting the Delegates present in person or by proxy shall be deemed a quorum. Such an adjourned meeting shall be convened by twenty-one days' notice as hereinbefore provided, but the said notice shall in addition to the other information required state that if a quorum is not present within half an hour from the time appointed for holding such adjourned meeting the Delegates present shall be deemed a quorum and also state that any resolutions passed at the meeting shall be as binding on the Delegates as if a quorum had been present.

19.03. The Delegates present at a General Meeting shall elect a Chairman and Vice-Chairman and not more than two secretaries to record minutes of the meeting. Such a Vice-Chairman when nominated by the elected Chairman of the corresponding General Meeting shall act as Chairman in the absence of the Chairman.

19.04. The Chairman shall, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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 twenty-one days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the Delegates shall not be entitled to any additional notice of an adjournment or of the business to be transacted at an adjourned meeting.

19.05. Every resolution or amendment must be reduced to writing and be handed to the secretary.

19.06. No Delegate shall be permitted to speak more than once on the same question except that a Delegate who has spoken may by the permission of the Chairman be heard in explanation and that the proposer of any resolution or amendment shall be allowed to speak in reply after which the debate shall be closed.

19.07. Whenever an amendment or an original resolution has been proposed and seconded, no second or subsequent amendment shall be proposed until the previous amendment shall have been disposed of. If an amendment be carried the resolution as amended shall take the place of the original resolution and shall become the question on which any further amendment may be proposed.

19.08. Whenever a notice of a resolution has been given by a Delegate, if the Delegate who gave the notice is not present and has not withdrawn it, any Delegate then present may adopt and propose it as his own.

19.09. A resolution put to the meeting shall be decided by a majority vote of those Delegates present in person and by proxy who are entitled to vote.

19.10. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

19.11. In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure or order, the decision of the Chairman shall be final and conclusive.

19.12. The Delegates may by a majority of those Delegates present in person and by proxy vary the order in which resolutions set out in the notice of General Meeting are considered at any General Meeting.

VOTES OF DELEGATES

20. Subject as herein otherwise provided, every Delegate present in person or by proxy at a General Meeting of the Association shall have one vote.

21. In the case of non-corporate Full Members, Delegates shall be elected by the Full Members of their respective Branches in such manner as the Branch Regulations shall prescribe subject always to the provisions of Article 14.02 and provided that no person other than a Full Member duly registered and who shall have paid every subscription and every sum (if any) which shall be due and payable to the Association

in respect of his Membership shall be entitled to vote in the election of Delegates to the General Meeting or to be elected to any Standing Committee of the Association.

22. No person elected or nominated to act as a Delegate in accordance with Article 14.02 shall act as a proxy for more than two other Delegates when voting on any resolution or matter. Furthermore, any person acting as a proxy cannot himself appoint a proxy to act on his behalf in respect of the earlier proxies granted to himself.

23. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing and in the form prescribed by Article 26 of these presents.

24. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy thereof certified by a public notary, Commissioner for Oaths or Solicitor shall be submitted to the Delegates' Registrar prior to the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received by the Delegates' Registrar at least one hour before the time fixed for holding the meeting.

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

(1) "THE ASSOCIATION OF UKRAINIANS IN GREAT BRITAIN LIMITED
(‘the Association’)

"I _____

"of _____

"a duly appointed representative of _____ Limited
(‘the Company’) being a corporate Member of the Association, and I being the representative entitled to vote on the Company’s behalf pursuant to Article 14.03 of the Articles of Association of the Association

"hereby appoint _____

"of _____

"himself a duly appointed representative of the Company to vote for the Company and on its behalf at the (Annual) or (Extraordinary) (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 _____ ,
20 ____".

(2) "THE ASSOCIATION OF UKRAINIANS IN GREAT BRITAIN LIMITED

"I _____

"of _____

“a Delegate of the (_____) Branch of THE ASSOCIATION OF UKRAINIANS IN GREAT BRITAIN LIMITED, hereby appoint

_____”
“of _____
“a delegate of the (_____) Branch of the Association, to vote for me and on my behalf at the (Annual) (Extraordinary) General Meeting of the Association, to be held on the _____ day of _____ and at every adjournment thereof.
“As witness my hand this _____ day of _____ , 20____”.

TENURE OF OFFICE

27. The President and all Honorary officers of the Association and members of the Standing Committee shall hold office for one year but shall be eligible for re-election, subject to the provisions of Article 30 in respect of deputy members of the Standing Committees taking the place of members of those Committees who retire. In the event of a retiring President not being re-elected such retiring President may be elected an Honorary member of the General Council without limitation to the period during which he shall hold such office. Every person so elected shall act in an advisory capacity to the General Council and the question of his appointment shall be deemed to be included in the business of the next Annual General Meeting of the Association under Article 18.03.

QUALIFICATION OF HONORARY OFFICERS AND MEMBERS OF COMMITTEES

28. An Honorary officer or member of a Committee whether a Standing Committee or otherwise shall vacate his office:-

28.01. If he is found guilty in a Court of Law of having committed a criminal offence (excluding an offence under road traffic legislation in the United Kingdom or elsewhere for which he is not sentenced to any term of imprisonment whether immediate or suspended) or a receiving order is made against him or he is declared bankrupt;

28.02. If in the reasonable opinion of the General Council he becomes incapable by reason of illness or injury of performing his function to the satisfaction of the General Council;

28.03. If he ceases to be a Full Member of the Association;

28.04. If by notice in writing to the Association he resigns his office;

28.05. If he ceases to hold office by virtue of any provision of the Act.

STANDING COMMITTEES

29.01. Subject to the provisions of the Act and the Memorandum and Articles of Association of the Association the General Council shall manage the affairs of the

Association except such matters as fall within the functions of the Finance Control Committee as hereinafter described.

29.02. The General Council may for the purpose of exercising such powers and doing such acts as aforesaid appoint such officers and committees and make such regulations and delegate such powers as it shall in the exercise of its absolute discretion deem necessary.

29.03. No regulation made by the Association in General Meeting shall invalidate any prior act of the General Council, which would have been valid if such regulation had not been made.

29.04. The General Council may expel or suspend for such period as it shall in its absolute discretion decide any Member without assigning any ground or reason therefore. Any Member so expelled or suspended shall (provided he notified the Secretary in writing within 14 days of his expulsion or suspension of his wish for an appeal) have a right of appeal against such expulsion or suspension at the next General Meeting of the Association falling after the date of his expulsion or suspension.

29.05. The Finance Control Committee shall examine and report on the administration of the property and funds, whether capital or income of the Association, and shall present a report at each Annual General Meeting.

29.06. The Tribunal shall examine and report upon problems brought before it by the General Council or by the Finance Control Committee, or by individual Full Members.

29.07. No deputy member shall be entitled to vote at any meeting of the General Council, Finance Control Committee or Tribunal to which he may have been elected under the provisions of Article 18.

30. On the retirement of any member from the General Council, Finance Control Committee or Tribunal, the vacant position shall be filled by resolution of the respective Council, Committee or Tribunal from amongst deputy members elected at the relevant Annual General Meeting.

31. The General Council shall meet at least four times per year but subject as aforesaid and to any direction from time to time given by the Association in General Meeting, the Standing Committees may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

32. All acts done by the Association or by the Standing Committees or any other committee shall, notwithstanding any unintentional defect or irregularity in the appointment of their members which may subsequently be discovered, be as valid as if the same had not existed.

THE SECRETARY

33. The Secretary of the Association shall be such person as the General Council may from time to time appoint. The General Council may from time to time whenever

there is no Secretary or no Secretary capable of acting or available to act, by resolution appoint an Assistant or Deputy Secretary who shall be deemed to be the Secretary during the period for which he is appointed. Provided that in all cases where the Secretary is a member of the General Council he shall not be permitted to vote on any matter concerning the terms and conditions of his employment with the Association.

THE SEAL

34. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the General Council and in the presence of at least two members of the General Council and the said members 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.

BRANCHES AND SECTIONS OF THE ASSOCIATION

35. The General Council shall have the power to admit as a Branch of the Association any organised body consisting of not less than twelve Full Members of the Association, but so that no such body shall be admitted as a Branch until its constitution (its "Branch Regulations") shall have been approved by the General Council. No alteration in the Branch Regulations of a Branch shall take effect until it shall have been approved by the General Council, nor shall a Branch make bye-laws or regulations inconsistent with its Branch Regulations. The General Council shall also have power to approve and facilitate the grouping of Branches in such manner and for such purposes and with such powers as the General Council may from time to time determine.

36. The General Council shall have the power to admit as a Section of the Association any organised body whose Membership is comprised of an absolute majority of Full Members of the Association provided that those other members of the Section who are not Full Members of the Association shall be persons of Ukrainian antecedents or spouses thereof or their direct descendants but so that no such body shall be admitted as a Section until its constitution shall have been approved by the General Council, nor shall a Section make bye-laws or regulations inconsistent with its constitution. The General Council shall also have power to approve and facilitate the grouping of Sections in such manner and for such purposes and with such powers as the General Council may from time to time determine.

37. The management of a Branch shall be vested in a Chairman, a secretary and a Branch Committee. If the Branch shall number less than thirty-five the Branch Committee shall consist of not less than three Full Members. If the Branch shall number thirty-five or more the Branch Committee shall consist of not less than five Full Members.

38. Subject to Articles 8.02 and 14.02, every Branch shall not later than one month after its Annual General Meeting of Branch Full Members communicate to the Secretary of the General Council the names of its members, officers, the members of the Committee and of the Delegates and Deputy Delegates elected at the aforesaid

Annual General Meeting of Branch members to attend General Meetings of the Association.

39. In the event of a Delegate of a Branch ceasing to be a Full Member of the Association or of the Branch or resigning or vacating his office the Branch shall nominate a replacement Delegate from amongst those Deputy Delegates elected in accordance with Article 14.02, and shall inform the Secretary of the General Council of the replacement Delegate's appointment.

40. A Branch or Section shall furnish the Secretary of the Association with such information regarding the Branch or Section as the General Council may require and shall pass such regulations and bye-laws as may be necessary to comply with the wishes of the General Council.

41. A Branch or Section may make proposals for the consideration of the General Council in accordance with Articles 16 and 19.05 (as if reference to a Full Member were reference to a Branch or Section, as appropriate). A Branch or Section shall not without the approval of the General Council take any action except only on matters affecting the day-to-day administration of the Branch or Section.

42. The funds of each Branch or Section after payment of the expenses, shall, subject to the approval of the General Council, be applied to one or more of the objects of the Association in such manner as the Committee of the Branch or Section with the approval of the General Council shall decide. In the absence of any such specific decision the funds remitted by a Branch or Section shall be merged in the general funds of the Association.

43. Any Branch or Section may be dissolved by the General Council subject to the right of such a Branch or Section to appeal to a General Meeting of the Association.

44. In the event of the dissolution of a Branch or Section the balance of its funds shall be forthwith merged with the general funds of the Association.

CORPORATE MEMBERS

45. In the case of a Member being a corporate body that Member shall no later than one month after the date of its Annual or Biannual or Extraordinary General Meeting, communicate to the Secretary of the General Council the names of its representatives to the General Meetings of the Association appointed as provided for by Article 14.03 of these presents together with the name of that one representative who shall be entitled to exercise a vote on its behalf and of that one representative who shall be eligible for election to the General Council. Provided always that if less than three names have been communicated as representatives as aforesaid and the Member wishes to appoint additional representatives up to a maximum of three it shall communicate the names of the additional representatives to the Secretary of the General Council at least seven days before the Annual General Meeting to which it is desired to send representatives noting, if appropriate, which representative is entitled to exercise a vote on its behalf.

46. In the case of a Member being a corporate body then in the event of one or more of its representatives ceasing for any reason to occupy that office the Member shall as

soon as another representative has been elected in his place inform the Secretary of the General Council of the representative's appointment.

ACCOUNTS

47. All subscriptions and other moneys received by or payable to the Association shall be paid into the account in the name of the Association at such bank as the General Council shall determine from time to time. The General Council shall designate two Full Members of the Association who shall sign cheques on behalf of the Association. The signatures of both such Full Members shall be necessary on each cheque issued by or on behalf of the Association.

48. The Finance Control Committee shall cause proper books of accounts to be kept with respect to:-

48.01. All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

48.02. All sales and purchases of goods by the Association; and

48.03. The assets and liabilities of the Association.

49. The books of account shall be kept at the Office or at such other place or places as the Finance Control Committee shall think fit, and shall always be open to the inspection of the Full Members of the Association.

50. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Full Members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of Full Members at all reasonable times during business hours.

51. Once at least in every year the General Council shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account which shall cover the financial year ending the 31st day of December in every year, and in the case of the first account since the incorporation of the Association, made up to a date not more than four months before such meeting, together with a balance sheet made up at the same date. Every such balance sheet shall be accompanied by a report of the Auditors, and a copy of such account, balance sheet and report shall, not less than twenty-one days before the date of the meeting, be published in the Journal. If for any reason such publication is not made in the Journal then a copy of such account, balance sheet and report shall, not less than twenty-one days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

52. 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.

53. Auditors shall be appointed in accordance with the provisions of the Act.

NOTICES

54. A notice may be served by the Association upon any Member, either personally or by facsimile 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.

55. 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, only Members described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

56. 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 if by facsimile on the same day as the facsimile was sent 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 or sent to the facsimile number provided by the Member.

WINDING-UP

57. 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 Ukrainian charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of the Memorandum of Association of the Association such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in so far as effect cannot be given to such provision then to some other charitable object.