

the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

(5) The remuneration of the Auditor or Auditors shall be fixed by the Society in General Meeting, except that the remuneration of any Auditor or auditors appointed by the Council under paragraph (3) of this Clause or to fill any casual vacancy may be fixed by the Council.

(6) Every Auditor shall have a right of access at all times to the books and accounts and vouchers of the Society, and shall be entitled to require from the members of the Council and officers of the Society such information and explanation as may be necessary for the performance of the duties of the Auditor or Auditors, and the Auditor or Auditors shall sign a certificate at the foot of the balance-sheet stating whether or not all his or their requirements as Auditor or Auditors have been complied with, and shall make a report to the members on the accounts examined by him or them and on every balance-sheet laid before the Society in General Meeting during his or their tenure of office, and in every such report shall state whether in his or their opinion the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as shown by the books of the Society, and such report shall be read before the Society in General Meeting.

94. Every account of the Council when so audited and afterwards approved by a General Meeting shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

*Reserve Fund.*

95. The Council may from time to time reserve, or set apart, out of the moneys of the Society, such sums as, in their judgment, are necessary or expedient, to be, at the discretion of the Council, applied in providing against losses on leasehold or other property subject to depreciation, or to meet claims on or other liabilities of the Society, or to be used as a sinking fund to pay off debentures or incumbrances of the Society, or for any other purpose of the Society; but no part of the reserve fund shall be employed in carrying on the current business of the Society, except in pursuance of an unanimous resolution of the members of the Council present at a meeting of the Council unless and until the claims, liabilities, debentures, and incumbrances, in respect of which, or the other purposes for which, such reserve fund was set apart, shall have been fully discharged, satisfied, or ended.

*Investment of Moneys.*

96. All moneys which shall be carried to the reserve fund and all other moneys of the Society, not immediately applicable for any payment to be made by the Society, may be invested by the Council in such Government or State, British or foreign, freehold, copyhold, or leasehold, or other securities or investments, as the Council may from time to time think proper.

97. In all cases, investments shall be made in the names of Trustees, on behalf of the Society.

98. The Trustees shall transfer and dispose of any real or personal estate, securities, or property of the Society vested in the Trustees, in such manner as

the Council shall direct, and a resolution of the Council shall in every case be a sufficient authority and protection to the Trustees for and in respect of any conveyance, transfer, disposition, payment, or other act by such resolution directed.

*Notices.*

99. A Notice may be served by the Society upon a member either personally, or by sending it through the post in a prepaid letter, envelope, or wrapper addressed to such member at his registered place of address.

100. Each member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Society an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause.

101. As regards those members who have no registered place of address, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

102. Any notice required to be given by the Society to the members, or any of them, and not expressly provided for in these presents shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in two London daily newspapers.

103. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope, or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly addressed and put into the post office.

104. Where a given number of days' notice, or a notice extending over any other period, is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

105. All Notices shall be signed by or have printed at the foot thereof the name of the Secretary or such other person in his place as the Council shall appoint, except in the case of a meeting convened by members in accordance with these presents, and in that case shall be signed by or have printed at the foot thereof the names of the members convening the meeting or a majority of them.

*Plurality of Offices.*

106. Save as hereinbefore otherwise provided, and save that the offices of Treasurer and Secretary shall not be held by the same person, two or more offices in the Society may be held by a member.

*Indemnity and Responsibility.*

107. Every member of the Council, and of the Consultative Board, and the Examination Board, and the Secretary, and other officer or servant of the Society, shall be indemnified by the Society against, and it shall be the duty of the Council out of the funds of the Society to pay all costs, losses, and expenses which any such officer or servant may incur or become liable to, by reason of any contract entered into or act or deed done by him, as such officer or servant, or in any way in the discharge of his duties, including travelling expenses.

108. No member of the Council, or of the Consultative Board, or Examination Board, or other officer of the Society, shall be liable for the acts, receipts, negligence, neglects, or defaults of any other like member, or officer, or for joining in any receipt or other act for

[previous page](#)

[next page](#)