



The South London Botanical Institute

Memorandum of Association
(Amended 15th November 2002)

and

Articles of Association
(adopted 15th November 2002)

THE COMPANIES (CONSOLIDATION) ACT, 1908

THE COMPANIES ACTS 1985 AND 1989

MEMORANDUM OF ASSOCIATION

OF

**THE SOUTH LONDON BOTANICAL INSTITUTE
(amended by Special Resolution passed 15th November 2002)**

1. The name of the Company, hereinafter called the Institute, is "The South London Botanical Institute".
2. The registered office of the Institute will be situate in England.
3. The object for which the Institute is established is to promote, encourage and facilitate the study of the science of Botany and related sciences and their practical applications ("the Objects").
4. In pursuance of the Objects the Institute will have power:-
 - (A) To establish and maintain an institution or institutions for the Objects, and to admit persons to the use and advantages of such institution or institutions on such terms as may be found expedient.
 - (B) To acquire any building or buildings for use as herbaria and the like, and to maintain and preserve the same, and to obtain by purchase or exchange, on loan or otherwise, botanical specimens of all kinds, and to exhibit the same or any part thereof for public inspection, in such manner and at such times as may seem expedient and practicable.
 - (C) To form and maintain a botanical garden or gardens together with greenhouses, conservatories and other necessary and usual appliances and adjuncts in connection therewith
 - (D) To grow, propagate and acquire by purchase or otherwise trees, plants, shrubs, herbs, flowers, fruit and vegetables, and to dispose of or to preserve the same.
 - (E) To form and maintain a botanical library or libraries.
 - (F) To take such steps by personal or written appeals, meetings or otherwise as may from time to time be deemed expedient, to procure any gift or loan of property or contributions to the funds of the Institute and whether in the shape of donations, annual subscriptions or otherwise.

- (G) To accept, if deemed expedient, any gift of property (whether subject to any special trust or not) which may be utilised for the furtherance of any of the Objects.
 - (H) To adopt such means of making known the Objects as may seem expedient.
 - (I) To purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the purposes of the Institute.
 - (J) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Institute.
 - (K) To invest and deal with the monies of the Institute not immediately required in such manner as may from time to time be determined.
 - (L) Subject to clause 5 below to employ such staff, who shall not be directors of the Institute (hereinafter referred to as "the trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
 - (M) To undertake and execute any charitable trusts which may be established for or conducive to the Objects.
 - (N) To amalgamate with any company, institution, society, trust or association having objects similar to or conducive to the Objects.
 - (O) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
 - (P) To sell, improve, develop, exchange, dispose of or otherwise deal with all or any part of the property or rights of the Institute.
 - (Q) Generally to do all such things as are incidental to the attainment of the Objects or any of them.
5. The income and property of the Institute shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Institute, and no trustee shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute: Provided that nothing in this document shall prevent any payment in good faith by the Institute:

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Institute to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Institute by any member, officer or servant of the Institute who is not a trustee;
- (3) of interest on money lent by any member of the Institute or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (4) of fees, remuneration or other benefits in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Institute or a trustee;
- (6) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one pound.

8. If the Institute is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Institute by Clause 5 above, chosen by the members of the Institute at or before the time of dissolution and if that cannot be done then to some other charitable object.

WE, the several persons whose Names and Addresses are subscribed are desirous of being formed into an Institute in pursuance of this Memorandum of Association.

Edward Gillett Gilbert
49 Madeira Park, Tunbridge Wells.
(Doctor of Medicine.)

Witness to the signature of Edward Gillett Gilbert
Frank Gilbert
49 Madeira Park, Tunbridge Wells.
(M.A. Tutor.)

Frederick Hamilton Davey
Perranwell Station, Cornwall.
(Manager of Arsenic Refining Works)

Witness to the signature of Frederick Hamilton Davey
Bertram Keitch
Perranwell Station, S.O., Cornwall.
(Accountant)

Chambré Corker Vigurs
St. Michael House, Newquay, Cornwall.
(Doctor of Medicine)

Witness to the signature of Chambré Corker Vigurs
George Green Bullmore
Newquay, Cornwall.
(Merchant)

Dated this first day of June 1911

Allan Octavian Hume
4 Kingswood Road, Upper Norwood, S.E.
(Retired Bengal Civilian)

Witness to the signature of Allan Octavian Hume
Harvey Sidney Cadle
104 Thurlow Park Road, West Dulwich, S.E.
(Solicitor)

Alfred Barton Rendle
28 Holmbush Road, Putney, S.W.
(Keeper of Botany, British Museum)

Witness to the signature of Alfred Barton Rendle
Alfred Kench
8 Redesdale Street, Chelsea.
(Attendant, British Museum)

Henry Groves
21 Sibella Road, Clapham.
(Clerk in Queen Anne's Bounty Office)

Witness to the signature of Henry Groves
Beatrice Frances Bolton
7a Aristotle Road, Clapham.
(Spinster)

James Groves
1 Sibella Road, Clapham
(Chartered Secretary)

Witness to the signature of James Groves
Beatrice Frances Bolton
7a Aristotle Road, Clapham.
(Spinster)

Sarah Imeson
4 Kingswood Road, Upper Norwood, S.E.
(Spinster)

Witness to the signature of Sarah Imeson
Harvey Sidney Cadle
104 Thurlow Park Road, West Dulwich, S.E.
(Solicitor)

Edward Francis Linton
Edmondsham Rectory, Salisbury.
(Clerk in Orders)

Witness to the signature of Edward Francis Linton
Frank Freeman
Edmondsham, Salisbury.
(Tailor)

Edward Shearburn Marshall
West Monkton Rectory, Taunton, Somerset.
(Clerk in Holy Orders)

Witness to the signature of Edward Shearburn Marshall
James Britten
41 Boston Road, Brentford.
(Retired Civil Servant)

Arthur Bennett
143 High Street, Croydon, Surrey.
(House Decorator)

Witness to the signature of Arthur Bennett
Anne Sadler
149 High Street, Croydon.
(Sub-postmistress)

The Companies (Consolidation) Act 1908

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

**Articles of Association of
The South London Botanical Institute**

(adopted by special resolution passed on 15th November 2002)

Interpretation.

1. In these articles:

- “the Institute” means the company intended to be regulated by these articles;
 - “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - “the articles” means these Articles of Association;
 - “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;
 - “executed” includes any mode of execution;
 - “the memorandum” means the memorandum of association of the Institute;
 - “office” means the registered office of the Institute;
 - “the seal” means the common seal of the Institute if it has one;
 - “secretary” means the secretary of the or any other person appointed to perform the duties of the secretary of the Institute, including a joint, assistant or deputy secretary;
 - “the trustees” means the directors of the Institute (and “trustee” has a corresponding meaning);
 - “the United Kingdom” means Great Britain and Northern Ireland; and
- words importing the masculine gender only shall include the feminine gender.

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

Members.

2. (1) There shall be two classes of members of the Institute, namely Fellows and Ordinary Members.
- (2) The trustees shall have power to admit as Fellows persons who are Ordinary Members of not less than twelve months standing, and also (by a vote of at least two-thirds of the trustees for the time being) any person who is in the opinion of such majority an eminent botanist.

- (3) The trustees shall admit as Ordinary Members such persons as shall comply with rules made under article 58.
- (4) Unless the trustees or the Institute in general meeting shall make other provision under article 58, the trustees shall permit any member of the Institute to retire, provided that after such retirement the number of members is not less than two.

General meetings.

3. The Institute 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 Institute and that of the next. The annual general meeting shall be held at such time and place as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. 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 Institute may call a general meeting.

Notice of general meetings.

5. 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 trustee 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; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote at that meeting, being a majority together representing not less than 95 percent of the total voting rights of all the members.
- The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- The notice shall be given to all the members and to the trustees and auditors.

6. 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.

Proceedings at general meetings.

7. No business shall be transacted at any meeting unless a quorum is present. In order to constitute a quorum there shall be personally present at least one-tenth of the members for the time being, such members in no case to be fewer than four.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. 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.
10. 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.
11. 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 the business to be transacted. Otherwise it shall not be necessary to give any such notice.
12. A resolution 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.
13. 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.
14. 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.
15. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

16. 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.
17. A poll demanded on the election of a chairman or on 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 had not been made.
18. 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.

Votes of members.

19. Subject to article 16, on a show of hands and on a poll every member shall have one vote.
20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Institute have been paid.
21. 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.

Trustees

22. There shall be a President of the Institute who shall be elected from among the members of the Institute at an Annual General Meeting to hold office for one year or such longer period as the meeting shall determine.
23. The trustees of the Institute shall comprise the President and such number of members of the Institute as shall be elected in accordance with the provisions hereinafter contained but so that the number of trustees (other than the President) holding office at any time shall not exceed one-tenth of the number of Ordinary Members of the Institute, such number to be determined as at the date of the meeting at which the election is to take place.

Powers of trustees.

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

25. 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 Institute in such manner as they shall consider most beneficial for the achievement of the objects of the Institute and to invest in the name of the Institute 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 Institute;

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

Appointment and retirement of trustees.

26. At every 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.

27. Subject to the provisions of the Act, the trustees (other than the President) 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.

28. If the Institute 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 reappointment of the trustee is put to the meeting and lost.

29. 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 Institute of the intention to propose that person for appointment or reappointment together with a notice executed by that person of his willingness to be appointed or reappointed.

30. No person may be appointed as a trustee:

- (1) if he is under the age of 18 years; or
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of article 34.

31. 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 Institute of the intention to propose him at the meeting for appointment or reappointment as a trustee.
32. 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 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.
33. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees.

34. 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 Institute (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 meetings held within a period of six months and the trustees resolve that his office be vacated.

Trustees' expenses.

35. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration save to the extent permitted by clause 5 of the memorandum.

Trustees' appointments.

36. Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to any unremunerated executive office under the Institute. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a

trustee. A trustee holding any executive office shall not be subject to retirement by rotation.

37. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Institute or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Institute is a party.

Proceedings of trustees.

38. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
39. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or four trustees, whichever is the greater.
40. 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.
41. 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.
42. (1) Fellows shall be entitled to receive notice of the meetings of the trustees and to attend and speak thereat but they shall not be entitled to vote at such meetings, nor shall they, if present, be counted towards the quorum.
- (2) The provisions of paragraph (1) of this article shall not apply to a Fellow who has been duly elected as a trustee.
43. The trustees may appoint one or more 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 committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the trustees.
44. 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.

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

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

47. **Secretary.**
Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

48. **Minutes.**
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 at meetings of the Institute and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

49. **The Seal.**
The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

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

51. **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.

52. **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.

53. **Notices.**
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.

54. The Institute 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 address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Institute 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 Institute.
55. A member present in person at any meeting of the Institute shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
56. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be 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.

Indemnity.

57. Subject to the provisions of the Act but without prejudice to any indemnity to which a trustee may otherwise be entitled, every trustee or other officer or auditor of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in that capacity 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

Rules.

58. (1). Subject to the provisions of the articles, the trustees 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 Institute and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission of members of the Institute and the rights and privileges of such 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;
 - (ii) the conduct of members of the Institute in relation to one another, and to the Institute's servants;
 - (iii) the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2). The Institute in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring

to the notice of members of the Institute all such rules or bye laws, which shall be binding on all members of the Institute. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

U:\My Files on server\MVC\DOCS\South London Botanical Interpretation.wpd