

## 1: 7 Differences between "Memorandum of Association" and "Articles of Association"

*The foregoing association being determined upon by the Congress, was ordered to be subscribed by the several members thereof; and thereupon, we have hereunto set our respective names accordingly. In Congress, Philadelphia, October 20,*

The Americans called them the Intolerable Acts. The Acts were designed specifically to punish the colony of Massachusetts for defying British policies; specifically, for the Boston Tea Party. During the First Congress, which included representatives from all of the colonies except Georgia, the delegates decided to take several actions, including a boycott of British goods. It also drafted a declaration to the King and Parliament, outlining the position of the Congress. This work is the Declaration of Rights and Grievances. Another act, the Quebec Act, established Roman Catholicism and a new system of government in the newly acquired colony of Quebec, and played on widespread distrust and even hatred of the Catholic Church. On Friday, September 30, 1774, Congress appointed a committee to come up with a plan by which all of the colonies would agree, in association, to stop exportation of goods from the colonies to Great Britain, Ireland, and the West Indies. The committee was sent various resolutions from the full Congress on October 6, and on October 12, it presented a draft of its plan. The plan was debated on October 15, the day after the Declaration of Rights and Grievances was passed, and for several days thereafter. A final draft was agreed on Tuesday, October 18, 1774. It was signed by the delegates on October 20, 1774. The source for this text is the Journals of the Continental Congress, 1774-1789, Volume 1. The text is as presented in that volume, but has been modified slightly to expand abbreviations and modernize spelling. In prosecution of which system, various acts of parliament have been passed, for raising a revenue in America, for depriving the American subjects, in many instances, of the constitutional trial by jury, exposing their lives to danger, by directing a new and illegal trial beyond the seas, for crimes alleged to have been committed in America: That from and after the first day of December next, we will not import, into British America, from Great Britain or Ireland, any goods, wares, or merchandise whatsoever, or from any other place, any such goods, wares, or merchandise, as shall have been exported from Great Britain or Ireland; nor will we, after that day, import any East India tea from any part of the world; nor any molasses, syrups, paneles, coffee, or pimento, from the British plantations or from Dominica; nor wines from Madeira, or the Western Islands; nor foreign indigo. We will neither import nor purchase, any slave imported after the first day of December next; after which time, we will wholly discontinue the slave trade, and will neither be concerned in it ourselves, nor will we hire our vessels, nor sell our commodities or manufactures to those who are concerned in it. As a non-consumption agreement, strictly adhered to, will be an effectual security for the observation of the non-importation, we, as above, solemnly agree and associate, that, from this day, we will not purchase or use any tea, imported on account of the East India company, or any on which a duty has been or shall be paid; and from and after the first day of March next, we will not purchase or use any East India tea whatever; nor will we, nor shall any person for or under us, purchase or use any of those goods, wares, or merchandise, we have agreed not to import, which we shall know, or have cause to suspect, were imported after the first day of December, except such as come under the rules and directions of the tenth article hereafter mentioned. The earnest desire we have, not to injure our fellow subjects in Great Britain, Ireland, or the West Indies, induces us to suspend a non-exportation, until the tenth day of September, 1775; at which time, if the said acts and parts of acts of the British parliament herein after mentioned are not repealed, we will not, directly or indirectly, export any merchandise or commodity whatsoever to Great Britain, Ireland, or the West Indies, except rice to Europe. Such as are merchants, and use the British and Irish trade, will give orders, as soon as possible, to their factors, agents and correspondents, in Great Britain and Ireland, not to ship any goods to them, on any pretense whatsoever, as they cannot be received in America; and if any merchant, residing in Great Britain or Ireland, shall directly or indirectly ship any goods, wares or merchandise, for America, in order to break the said non-importation agreement, or in any manner contravene the same, on such unworthy conduct being well attested, it ought to be made public; and, on the same being so done, we will not, from thenceforth, have any commercial connection with such merchant. That such as are owners of vessels

will give positive orders to their captains, or masters, not to receive on board their vessels any goods prohibited by the said non-importation agreement, on pain of immediate dismissal from their service. We will use our utmost endeavors to improve the breed of sheep, and increase their number to the greatest extent; and to that end, we will kill them as seldom as may be, especially those of the most profitable kind; nor will we export any to the West Indies or elsewhere; and those of us, who are or may become overstocked with, or can conveniently spare any sheep, will dispose of them to our neighbors, especially to the poorer sort, on moderate terms. We will, in our several stations, encourage frugality, economy, and industry, and promote agriculture, arts and the manufactures of this country, especially that of wool; and will discountenance and discourage every species of extravagance and dissipation, especially all horse racing, and all kinds of gaming, cock fighting, exhibitions of shows, plays, and other expensive diversions and entertainments; and on the death of any relation or friend, none of us, or any of our families, will go into any further mourning-dress, than a black crape or ribbon on the arm or hat, for gentlemen, and a black ribbon and necklace for ladies, and we will discontinue the giving of gloves and scarves at funerals. Such as are vendors of goods or merchandise will not take advantage of the scarcity of goods, that may be occasioned by this association, but will sell the same at the rates we have been respectively accustomed to do, for twelve months last past. And if any vendor of goods or merchandise shall sell any such goods on higher terms, or shall, in any manner, or by any device whatsoever violate or depart from this agreement, no person ought, nor will any of us deal with any such person, or his or her factor or agent, at any time thereafter, for any commodity whatever. That a committee be chosen in every county, city, and town, by those who are qualified to vote for representatives in the legislature, whose business it shall be attentively to observe the conduct of all persons touching this association; and when it shall be made to appear, to the satisfaction of a majority of any such committee, that any person within the limits of their appointment has violated this association, that such majority do forthwith cause the truth of the case to be published in the gazette; to the end, that all such foes to the rights of British America may be publicly known, and universally condemned as the enemies of American liberty; and thenceforth we respectively will break off all dealings with him or her. That the committee of correspondence, in the respective colonies, do frequently inspect the entries of their custom houses, and inform each other, from time to time, of the true state thereof, and of every other material circumstance that may occur relative to this association. That all manufactures of this country be sold at reasonable prices, so that no undue advantage be taken of a future scarcity of goods. And we do further agree and resolve, that we will have no trade, commerce, dealings or intercourse whatsoever, with any colony or province, in North America, which shall not accede to, or which shall hereafter violate this association, but will hold them as unworthy of the rights of freemen, and as inimical to the liberties of their country. And until that part of the act of the 12 Geo. And we recommend it to the provincial conventions, and to the committees in the respective colonies, to establish such farther regulations as they may think proper, for carrying into execution this association. The foregoing association being determined upon by the Congress, was ordered to be subscribed by the several members thereof; and thereupon, we have hereunto set our respective names accordingly. In Congress, Philadelphia, October 20, Signed, Peyton Randolph, President.

### 2: APPENDIX 4: Contents of Articles of Association - The Economic Times

*Articles of Association. On October 20, , the First Continental Congress adopted the Articles of Association in response to the "Intolerable Acts" the British government had imposed on its subjects in the colonies.*

Articles of Association Articles of Association Manuscript " The Articles of Association created the "Continental Congress Association", in for implementing a trade boycott with Great Britain. The December video was an impromptu capture by a member of the audience of Penn students, professors and guests that numbered about Most notably, the delegates signed a certain Articles of Association, pledging their colonies not to import any articles of commerce whatsoever from Great Britain and Ireland after the first day of the next December, to discontinue any exportation thither after September 10, They also agreed to break off dealings with that colony which should not join the Association or should violate its Articles. Article I - That from and after the first day of December next, we will not import, into British America, from Great-Britain or Ireland, any goods, wares, or merchandise whatsoever, or from any other place, any such goods, wares, or merchandise, as shall have been exported from Great-Britain or Ireland; nor will we, after that day, import any East-India tea from any part of the world; nor any molasses, syrups, paneles, coffee, or pimento, from the British plantations or from Dominica; nor wines from Madeira, or the Western Islands; nor foreign indigo. The Articles also stated: And we recommend it to the provincial conventions, and to the committees in the respective colonies, to establish such farther regulations as they may think proper, for carrying into execution this association. The liberal faction, unbeknownst to many of the conservatives, had won because the 12 colony Congress was named and transformed into a revolutionary quasi-government of the Colonies with the execution of the Articles of Association. Four score and seven years later Abraham Lincoln would mark the Articles of Association as the birth of the United States when he said in his first inaugural speech on Monday March 4, The Union is much older than the Constitution. It was formed, in fact, by the Articles of Association in It was matured and continued by the Declaration of Independence in It was further matured, and the faith of all the then thirteen States expressly plighted and engaged that it should be perpetual, by the Articles of Confederation in And finally, in , one of the declared objects for ordaining and establishing the Constitution was to form a more perfect Union. In prosecution of which system, various acts of parliament have been passed, for raising a revenue in America, for depriving the American subjects, in many instances, of the constitutional trial by jury, exposing their lives to danger, by directing a new and illegal trial beyond the seas, for crimes alleged to have been committed in America: And in prosecution of the same system, several late, cruel, and oppressive acts have been passed, respecting the town of Boston and the Massachusetts-Bay, and also an act for extending the province of Quebec, so as to border on the western frontiers of these colonies, establishing an arbitrary government therein, and discouraging the settlement of British subjects in that wide extended country; thus, by the influence of civil principles and ancient prejudices, to dispose the inhabitants to act with hostility against the free Protestant colonies, whenever a wicked ministry shall choose so to direct them. And, therefore, we do, for ourselves, and the inhabitants of the several colonies, whom we represent, firmly agree and associate, under the sacred ties of virtue, honour and love of our country, as follows: That from and after the first day of December next, we will not import, into British America, from Great-Britain or Ireland, any goods, wares, or merchandise whatsoever, or from any other place, any such goods, wares, or merchandise, as shall have been exported from Great-Britain or Ireland; nor will we, after that day, import any East-India tea from any part of the world; nor any molasses, syrups, paneles, coffee, or pimento, from the British plantations or from Dominica; nor wines from Madeira, or the Western Islands; nor foreign indigo. We will neither import nor purchase, any slave imported after the first day of December next; after which time, we will wholly discontinue the slave trade, and will neither be concerned in it ourselves, nor will we hire our vessels, nor sell our commodities or manufactures to those who are concerned in it. The earnest desire we have not to injure our fellow-subjects in Great-Britain, Ireland, or the West-Indies, induces us to suspend a non-exportation, until the tenth day of September, ; at which time, if the said acts and parts of acts of the British parliament herein after mentioned, ate not repealed, we will not directly or indirectly, export any

merchandise or commodity whatsoever to Great-Britain, Ireland, or the West-Indies, except rice to Europe. Such as are merchants, and use the British and Irish trade, will give orders, as soon as possible, to their factors, agents and correspondents, in Great-Britain and Ireland, not to ship any goods to them, on any pretence whatsoever, as they cannot be received in America; and if any merchant, residing in Great-Britain or Ireland, shall directly or indirectly ship any goods, wares or merchandize, for America, in order to break the said non-importation agreement, or in any manner contravene the same, on such unworthy conduct being well attested, it ought to be made public; and, on the same being so done, we will not, from thenceforth, have any commercial connexion with such merchant. That such as are owners of vessels will give positive orders to their captains, or masters, not to receive on board their vessels any goods prohibited by the said non-importation agreement, on pain of immediate dismissal from their service. We will use our utmost endeavors to improve the breed of sheep, and increase their number to the greatest extent; and to that end, we will kill them as seldom as may be, especially those of the most profitable kind; nor will we export any to the West-Indies or elsewhere; and those of us, who are or may become overstocked with, or can conveniently spare any sheep, will dispose of them to our neighbors, especially to the poorer sort, on moderate terms. We will, in our several stations, encourage frugality, economy, and industry, and promote agriculture, arts and the manufactures of this country, especially that of wool; and will discountenance and discourage every species of extravagance and dissipation, especially all horse-racing, and all kinds of games, cock fighting, exhibitions of shows, plays, and other expensive diversions and entertainments; and on the death of any relation or friend, none of us, or any of our families will go into any further mourning-dress, than a black crepe or ribbon on the arm or hat, for gentlemen, and a black ribbon and necklace for ladies, and we will discontinue the giving of gloves and scarves at funerals. Such as are venders of goods or merchandize will not take advantage of the scarcity of goods, that may be occasioned by this association, but will sell the same at the rates we have been respectively accustomed to do, for twelve months last past. That a committee be chosen in every county, city, and town, by those who are qualified to vote for representatives in the legislature, whose business it shall be attentively to observe the conduct of all persons touching this association; and when it shall be made to appear, to the satisfaction of a majority of any such committee, that any person within the limits of their appointment has violated this association, that such majority do forthwith cause the truth of the case to be published in the gazette; to the end, that all such foes to the rights of British-America may be publicly known, and universally contemned as the enemies of American liberty; and thenceforth we respectively will break off all dealings with him or her. That the committee of correspondence, in the respective colonies, do frequently inspect the entries of their customhouses, and inform each other, from time to time, of the true state thereof, and of every other material circumstance that may occur relative to this association. That all manufactures of this country be sold at reasonable prices, so- that no undue advantage be taken of a future scarcity of goods. And we do further agree and resolve that we will have no trade, commerce, dealings or intercourse whatsoever, with any colony or province, in North-America, which shall not accede to, or which shall hereafter violate this association, but will hold them as unworthy of the rights of freemen, and as inimical to the liberties of their country. The foregoing association being determined upon by the Congress, was ordered to be subscribed by the several members thereof; and thereupon, we have hereunto set our respective names accordingly.

## 3: Articles of association - Wikipedia

*The articles of association is a document that specifies the regulations for a company's operations and defines the company's purpose. The articles of association is a document that specifies the.*

What are articles of association? The articles are generally split into five key areas: Along with the shareholders agreement for more information on what this is, see A Guide to Shareholders Agreements , the Articles govern the relationship between each of the shareholders and the shareholders and the company. Do I really need to have Articles? Yes – all companies are legally required to have Articles in place. Is there a standard set of articles that I can use? Many companies particularly start-ups adopt the Model Articles with some amendments. What are the key areas covered by the Template Articles? The Template Articles adopt part of the Model Articles and are designed for early stage companies with several shareholders, but only a single class of ordinary shares. Some parts of the Model Articles are not adopted in an attempt to shorten and simplify the document. The Template Articles contain the following: Articles 2 – 13 relate to how the directors should run the company. The articles cover how the directors should make decisions that affect the company, how they can hold and how they should run board meetings, and how they can be appointed to, or removed from, the board. Articles 14 – 20 relate to the shares in the company. These articles cover how the directors can allot further shares in the company to additional investors, the circumstances under which a shareholder can transfer his or her shares to another person and how shares should be valued on a sale. Articles 21 – 22 relate to how shareholders can make decisions. Article 23 describes how documents should be sent to the company and shareholders. Article 24 – 25 refer to the indemnity and insurance that need to be put in place to protect the directors of the company from any potential claims be made against them arising from anything they have done as a director of the company. Where should I keep the Articles? A copy of the Articles needs to be filed with Companies House. Should the articles be amended at any point see below then an updated copy of the Articles must be filed with Companies House. Often, you will amend your Articles when accepting venture capital or other forms of third party investment, as the investors will likely want a separate class of shares included in the Articles to reflect the commercial terms of their investment. If, at the stage of incorporation, you are already obtaining third party investment, and need more complex articles with additional classes of shares, be sure to get help from a lawyer familiar with venture investments who can advise you on what provisions should be added.

## 4: Fondia VirtualLawyer | Contents of the Articles of Association

*In corporate governance, a company's articles of association (AoA, called articles of incorporation in some jurisdictions) is a document which, along with the memorandum of association (in cases where the memorandum exists) form the company's constitution, defines the responsibilities of the directors, the kind of business to be undertaken, and.*

Keeps a corporation working. Memorandum of Association A Memorandum of Association moreover often called as MOA flip right into a licensed doc that exists to stipulate the connection of the company with its shareholders and helps with the initiation and registration of a restricted obligation agency. A Memorandum of Association MOA is an official archive organized inside the enchancement and enlistment course of of a restricted obligation group to characterize its affiliation with shareholders. The MOA does not be a part of inside the U. It ought to get recorded with the Registrar of Companies amid the method of turning into a member of of a Company. It incorporates the essential conditions after that the group is permitted to operate. It educates all people what the crew is framed to do and what capital it should do with. The determine state of affairs obliges you to express the official and perceived determine of the group. You are permitted to enroll a crew determine merely on the off probability that it could not bear any likenesses with the determine of a gift group. Articles of Association An Articles of Association moreover often called AOA turns right into a doc that has all of the wants and targets of a corporation and the sort that defines the duties and duties of all of the members that flip into an. It turns right into a compulsion and subsequently will get filed with the registrar of corporations. Articles of affiliation steadily acknowledge the way in which through which throughout which an organization will concern stock affords, pay earnings and consider financial info and vitality of voting rights. An group is a joined physique so there must be just some concepts and directions framed for the administration of its fundamental factors and lead of its enterprise and the connection between the individuals and the group. Also, the rights and obligations of its people and the group are to report. It is the reason Articles of Association are compulsory. The Articles of Association is an archive that comes with the set off of the group and moreover, the obligations and duties of its individuals characterised and recorded unmistakably. It moreover turns into an important doc which should get filed with the Registrar of Companies. Key Differences A Memorandum of Association moreover often called as MOA flip right into a licensed doc that exists to stipulate the connection of the company with its shareholders and helps with the initiation and registration of a restricted obligation agency. An Articles of Association moreover often called AOA turns right into a doc that has all of the wants and targets of a corporation and the sort that defines the duties and duties of all of the members that flip into an. Memorandum of Association incorporates all the info required to guarantee that the company has the potential of working by itself. On the other hand, the Article of Association incorporates all of the working concepts and duties for individuals who work all through the group. Memorandum of Association incorporates all of the targets of a corporation, alternatively, Article of Association incorporates all of the foundations of a corporation. Changes can merely occur as soon as we focus on an merchandise of affiliation as new posts keep it up creating and working modifications. Six programs turned a requirement for a memorandum of affiliation and fulfilled to get authority. On the other hand, no such state of affairs exists, and the provisions might enhance of decrease.

## 5: Definition of Memorandum of Association | [www.enganchecubano.com](http://www.enganchecubano.com)

*Articles of Association is a document which prescribes the rules and bye-laws for the general management of the company and for the attainment of its object as given in the memorandum of association of the company.[1] It is a document of paramount significance in the life of a company as it contains.*

Introduction Articles of Association is a document which prescribes the rules and bye-laws for the general management of the company and for the attainment of its object as given in the memorandum of association of the company. The articles of association are a subsidiary to the memorandum of association of the company. They define the rights, duties, powers of the management of a company as between themselves and the company at large. Further, they also prescribe the mode and form in which changes in the internal regulation of a company may be made from time to time. The articles of association of a company must always be in consonance with the memorandum of that company and being subordinate to the memorandum; they cannot extend the objects of a company as specified in the memorandum of the company. Calcutta Stock Exchange Association Ltd [3] , the Supreme Court provided that the articles of association of a company also establish a contract between the company and its members as well as between the members. This contract governs the ordinary rights and obligations incidental to the membership in the company. Articles of association are like the partnership deed in a partnership. They particularly provide for matters such as the making of calls, forfeiture of shares, directors qualifications, the procedure for transfer and transmission of shares and debentures, powers, duties and appointment of auditors. The following companies must have their own articles of association: Unlimited Companies Private companies limited by shares Contents of Articles of Association Section 5 1 and section 5 2 of the Companies Act, provide for the contents of the articles of association. Further, the articles of association must also contain the following: Share capital including sub-division, rights of various shareholders, the relationship of these rights, payment of commission, share certificates. Lien of shares means to retain possession of shares incase the member is unable to pay his debt to the company. The articles of association include the procedure for the transfer of shares by the shareholder to the transferee. Transmission includes devolution of title by death, succession, marriage, insolvency, etc. It is not voluntary but is in fact brought about by operation of law. The articles of association provide for the forfeiture of shares if the purchase requirements such as paying any allotment or call money, are not met with. Surrender of shares is when the shareholders voluntary return the shares they own to the company. Conversion of shares in stock: In consonance with the articles of association, the company can convert the shares into stock by an ordinary resolution in a general meeting. A share warrant is a bearer document relating to the title of shares and cannot be issued by private companies; only public limited companies can issue a share warrant. Increase, decrease or rearrangement of capital must be done as the articles of association provide. General meetings and proceedings: All the provisions relating to the general meetings and the manner in which they are to be conducted are to be contained in the articles of association. Voting rights of members, voting by poll, proxies: The members right to vote on certain company matters and the manner in which voting can be done is provided in the articles of association. Directors, their appointment, remuneration, qualifications, powers and proceedings of the boards of directors meetings. The articles of association of a company also provide for the distribution of dividend to the shareholders. The auditing of a company shall be done subject to the provisions of the articles of association of the company. Every company has powers to However, this must be done according to the articles of association of the company. Provisions relating to the winding up of the company finds mention in articles of association of the company and must be done accordingly. Entrenchment The articles of association may contain entrenchment provisions. However, this concept of entrenchment was not present in the Companies Act, The word entrench means to establish an attitude, habit, or belief so firmly that change is very difficult or unlikely. The company has the discretion to include entrenchment provisions in its articles of association. An entrenchment provision can be made at the time of incorporation of the company [7] , or after the incorporation of the company by way of an amendment to the articles of association of the company. Usually, the articles of association of a public limited company are prepared by taking good

professional advice and are very carefully prepared from the beginning. It is only the private limited companies which have to keep a check on the following while drafting the articles of association: The Companies Act, provides for the model articles for a company under section 5 [9]. As much as possible, the promoters must refrain from any additions, changes, alterations or deletions in the model articles provided by the act. This is mainly because, Schedule I of the Companies Act, , from table " to the table " , provides for the forms for articles of different type of companies. Thus, more or less the model articles contain the required contents for a particular company. Additions or alterations must only be done if it is necessary to have a new regulation in the articles of association, or if a new regulation is a must for promoting the company. The additions, changes or alterations which are made to the model articles, must be done with careful scrutiny of the provisions of the Companies Act, Conclusion It is a settled company law principle that the articles of association of a company cannot override the provisions of the Companies Act, Further, the articles of association of a particular company are also bound to observe the memorandum of association of the company as the articles are subordinate to the charter which is the memorandum of the company as well as any other company law in force at that time. Thus, it is of primary importance that when a company is being incorporated, and the articles of association of the company are being prepared, the same must be done in consonance with memorandum of association, the Companies Act, and any other company law which is in force at that time. Provided that nothing prescribed in this sub-section shall be deemed to prevent a company from including such additional matters in its articles as may be considered necessary for its management.

### 6: Articles of Association | ICoCA - International Code of Conduct Association

*One of the most important pieces of legislation passed in the First Continental Congress, under the Presidency of Peyton Randolph, was the Articles of Association. The Articles of Association created the "Continental Congress Association", in for implementing a trade boycott with Great Britain.*

Print this page Articles of Association The articles of Association sets out the business objective and describes the governing structure of Norwegian Hull Club This is a translation of the original Articles in Norwegian, adopted by the General Meeting on 12 June In case of conflict the original Norwegian version shall be paramount to this English version. General rules Foundation and registered office of the club The name of the Club is Norwegian Hull Club - Gjensidig Assuranseforening, which is an amalgamation of: The registered head office of the Club is in Bergen, with branch offices in Oslo and Kristiansand. Business objective The objective of the Club is to underwrite direct mutual non-life insurance within the branch of marine and transport insurance, reinsurance, and other business naturally related to insurance. Minimum insurance sum The Club shall have at least 25 insured entries, representing a total minimum sum insured of NOK million. Membership Every assured in the capacity as owner is a member of the Club, unless otherwise stated in this paragraph, or as individually agreed. The Club may grant membership to a lessee, charterer, operator, mortgagee or other coinsured. The Board of Directors stipulates guidelines regarding the assessment if, and to whom, membership shall be given. The Club may grant membership to a Captive insurance company at the discretion of the Board of Directors. Insurance at fixed premium does not give right to membership. The Board of Directors may stipulate the limits for how much of the insurance portfolio that may be accepted at fixed premium. The Board of Directors may stipulate that certain insurance products can only be entered into on a fixed premium basis. Membership constitutes rights and duties according to Chapters 2 and 3 of the Articles. Membership commences when the insurance has taken effect and ceases on expiry of the agreed insurance period. When renewing an insurance it is a precondition for membership that the above conditions are complied with. Members of the governing bodies term of service The members and deputy members of the governing bodies shall be elected for a term of two years, half of whom shall retire every year. If several of the members have equally long periods of service, retirement shall be decided upon by drawing lots. Every member of the Club has the right to be present and vote at the General Meeting. Joint Members have together as many votes as if the insurance agreement had been entered into by one member. The right to vote on behalf of the Joint Members shall be vested in the member named first in the insurance agreement. Members holding disputed rights to vote shall not partake in decisions regarding disputed votes. General Meetings shall be opened by the Chairman of the Board or by a board appointee. The General Meeting shall elect a Chairman of the meeting, who need not represent a member of the Club. The person opening the meeting shall before the first vote, either by himself or by representative, draw up a record of the members and representatives of members present, and shall record how many votes each represents. This record shall apply until it may be changed by the General Meeting. A resolution of the General Meeting requires a majority of the votes cast, except as otherwise provided by law or these Articles. In the event of a tie, the Chairman of the meeting shall have the casting vote, whether or not he has voting rights. As regards elections, the person who obtains most votes is deemed to be elected. The General Meeting may decide in advance that renewed voting shall be held if there is no majority of the total poll. In the event of a tie, the decision will be made by the drawing of lots. Unless provided otherwise in mandatory law cf. Amendments to these articles must be approved by the King of Norway to be valid. The Chairman of the meeting shall ensure that minutes are kept thereof. Resolutions of the General Meeting shall be entered in the minutes with an entry on the outcome of the voting. The record of the members present shall be incorporated into or enclosed with the minutes of the meeting. The General Meeting shall elect two members to sign the minutes together with the Chairman of the meeting. The minutes shall be available to all members and shall be filed in a safe manner. Notice to Joint Members is to be sent to the member named first in the insurance agreement. The notice shall state the time and place of the meeting and specify the agenda of the General Meeting. Every member of the Club has the right to have a matter dealt

with by the General Meeting that has been notified in writing to the Board of Directors in such good time that it can be entered on the agenda. If the notice has already been given, renewed notice shall be sent if at least one week are left before the date of the General Meeting is to take place. Matters that have not been notified to the members according to the provisions above, can not be decided upon without the consent of all of the members of the Club. The following matters shall be dealt with and decided upon: Extraordinary General Meeting An Extraordinary General Meeting shall be called when the Board of Directors, the Committee or the Chairman of the Committee deems it necessary, or for the determination of a specific matter when demanded in writing by the auditor or by members who together represent at least one-tenth of the votes. The Committee The Committee shall consist of 12 to 30 members with up to half their number of deputies. The General Meeting shall annually stipulate how many of each. Meetings are convened as often as the Board of Directors or the Chairman of the Committee deems necessary, but at least twice a year. A meeting shall be called when demanded by members who together represent at least one-sixth of the members of the Committee or by the Board of Directors. The Committee forms a quorum when more than four tenths of its members are present. The Committee can nevertheless not adopt resolutions unless all members have as far as possible been given the opportunity to participate in the proceedings. If a member is to be absent then their deputy shall be given the opportunity to participate. A resolution of the Committee requires a majority of the votes of the members present. A decision is valid only when those in favour of the resolution make up more than one-third of all members. In the event of a tie the Chairman, or in his absence the Deputy Chairman, has the casting vote. Each of the Committee members may, at Committee meetings, request information regarding the operation of the Club to the extent it is considered necessary. Investigations can be initiated either by the Committee itself or a panel from the Committee. The Board of Directors shall furnish the Committee with all information necessary for evaluation of the operation of the Club. In addition the Committee shall: The election of the Chairman and the Deputy Chairman shall be from among those members of the Board who have not been elected by the employees. The auditor s shall continue in service until a replacement is elected. The Committee shall keep minutes of its meetings. The Committee shall elect two representatives to sign the minutes together with the Chairman. The Board of Directors The Board of Directors shall consist of at least five and not more than ten directors, together with the number of deputy directors decided by the Committe. In additon two board members and two deputy board members shall be elected by and from among the employees of the Club. The Board of Directors shall meet regularly, called by the Chairman of the Board in order to deal with relevant matters. The Board shall deal with matters in meetings, unless the Chairman of the Board finds that the matter can be submitted in writing or dealt with in an otherwise satisfactory manner. The Chairman of the Board shall ensure that the board members whenever possible can participate in a collective consideration of matters that are to be dealt with outside meetings. Any director or the Managing Director of the Club may require a board meeting to be called. The annual financial statement and annual report shall be dealt with in a meeting. Any director or the Managing Director of the Club may require the Board of Directors to deal with specific matters. The board meetings are conducted by the Chairman or in his absence the Deputy Chairman. If neither of these are present, then the participating directors will elect a chairman from those present. The Board of Directors forms a quorum when more than half of its directors are present or participate in the proceedings. The Board of Directors can nevertheless not adopt resolutions unless all members of the board have as far as possible been given the opportunity to participate in the proceedings. In cases of absence and when there is a deputy, the deputy shall be called. Resolutions of the Board of Directors require the supporting vote of a majority of the votes of the directors who participate in the consideration of matters. For a decision to be valid, the directors in favour of the resolution must make up more than one-third of all the directors. In the event of a tie, the Chairman has the casting vote. The Board of Directors shall keep minutes of its meetings. It shall be evident that the necessary quorum was reached and that all the directors were as far as possible given the opportunity to participate and that deputy board members were called in cases of absence. If a board resolution is not unanimous, the minutes shall specify who voted for and against the resolution. Board members and the Managing Director who do not agree on a resolution may require their opinion to be recorded in the minutes. The minutes shall be signed by all directors present at the meeting. The Board of

Directors may elect two of its members to sign the minutes. In such case, a copy of the minutes shall be sent at all directors with a deadline for comments, which on demand shall be included in the minutes. Functions of the Board of Directors The Board of Directors shall administer the business of the Club, ensure that the Club is properly organised and that the interests of the Club and its members are furthered in an appropriate manner. The Board of Directors shall also stipulate operational guidelines and instructions for management. The Board of Directors shall effect any investigations considered necessary in order to perform its functions. The Board of Directors shall commence such investigations if so demanded by one or more directors. The Board of Directors shall also: Audit Committee The Association shall have an audit committee. The Board of Directors decides whether the entire Board shall serve as audit committee, or whether the committee shall be elected by and from the members of the Board of Directors. Members of the Board of Directors who are executives of the Association can not be elected as members of the audit committee. At least one of the members of the audit committee shall be independent from the Association and have qualifications in accounting or audit. Signatories for the Club The Board of Directors represents the Club in its dealings with third parties and signs for it. The Managing Director represents the Club in third party dealings that come under the everyday administration. The Club is also committed by the signature of the Chairman of the Board or the Managing Director separately or by the joint signatures of two other directors. The Board may grant power of procuration.

### 7: Nonprofit: Articles of Association | Get Free Legal Forms

*The memorandum of association and articles of association are the two charter documents, for setting up of the company and its operations thereon. 'Memorandum of Association' abbreviated as MOA, is the root document of the company, which contains all the basic details about the company.*

The articles of association must be complied with in the same manner as the Limited Liability Companies Act. In practice, significant amendments always need to be agreed between the shareholders. Moreover, amendments always result in Trade Register costs as the amendments become effective only following registration in the Trade Register. The articles of association must include provisions regarding the following:

If the company intends to use its company name in two or more languages, the names in other languages must be stated in the articles of association. A company can have several fields of activity, but they must all be registered. Although legislation is silent about how precise the definition of the field of activity needs to be, inexact and unnecessarily extensive definitions should be avoided. Moreover, the field of activity is of importance when evaluating the use of company assets. The field of activity may also consist of a general field of activity. In addition, the following provisions may be included in the articles of association:

The share capital can be stated either as a fixed amount or as minimum and maximum amounts. In case the share capital has been defined as minimum and maximum capital, it can be increased and decreased within these limits without a need to amend the articles of association. Nominal value and number of shares If the nominal value is defined in the articles of association, all shares must have the same nominal value. Number of members of the board of directors and auditors as well as the possible deputy members, or the minimum and maximum number thereof The number of the members of the board of directors and auditors, as well as the possible deputy members and their term of office may be stated in the articles of association. The number of the members may also be stated as a minimum or maximum amount. Legally incompetent or bankrupt natural persons or a legal person cannot be members of the board of directors. In addition, the articles of association may include special provisions concerning the eligibility of a board member and a deputy member. There may be more than one auditor. The competence of an auditor is regulated in the Auditing Act [5. In case only one auditor has been elected and the auditor is not an auditing KHT or HTM-firm approved in accordance with the Auditing Act, then at least one deputy auditor must be elected in addition. Notice of a general meeting of shareholders The articles of association may stipulate the manner in which and when the notice to the annual general meeting of shareholders must be given. The notice may be given e. If not mentioned in the articles of association, according to the Limited Liability Companies Act, the notice must be issued in private limited liability companies no later than one week prior to the date of the general meeting, or the special date of registration stated in the articles of association, and no earlier than two months prior to the date of the general meeting or the registration date. The agenda of the annual general meeting The articles of association may state the agenda of the annual general meeting. Matters, which according to mandatory law provisions must be considered at the annual general meeting, shall also be included on the agenda. Accounting period of the company According to the Auditing Act, the accounting period of the company may be a calendar year or any other period of twelve 12 months. The maximum length of the accounting period is eighteen 18 months. Supplementary provisions The Limited Liability Companies Act provides several legal alternatives, the use of which requires supplementary provisions to be inserted into the articles of association. Regulating the matter in the articles of association is usually a prerequisite, if the company wishes to derive a legal benefit from the alternative. For instance, a redemption right does not relate to a share, if the matter has not been stated in the articles of association a so-called redemption clause. Nevertheless, the inclusion of such regulations in the articles of association is entirely voluntary. The use thereof depends on whether the company wants to utilize the alternative provided by legislation. Other provisions In addition to mandatory provisions, the shareholders may also quite freely include other provisions in the articles of association. The other provisions may not, however, contradict the mandatory principles provided by the Limited Liability Companies Act, e. These voluntary provisions may concern e.

### 8: Difference between Memorandum of Association and Articles of Association – Difference Between

*An Articles of Association moreover often called AOA turns right into a doc that has all of the wants and targets of a corporation and the sort that defines the duties and duties of all of the members that flip into an.*

Powers and objects of the company. Rules of the company. It is subordinate to the Companies Act. It is subordinate to the memorandum. Retrospective Effect The memorandum of association of the company cannot be amended retrospectively. The articles of association can be amended retrospectively. Major contents A memorandum must contain six clauses. The articles can be drafted as per the choice of the company. Obligatory A public company limited by shares can adopt Table A in place of articles. Compulsory filing at the time of Registration Required Not required at all. Regulates the relationship between company and its members and also between the members inter se. Acts done beyond the scope Absolutely void Can be ratified by shareholders. It can also be said that a company cannot be incorporated without memorandum. At the time of registration of the company, it needs to be registered with the ROC Registrar of Companies. It contains the objects, powers, and scope of the company, beyond which a company is not allowed to work, i. Any person who deals with the company like shareholders, creditors, investors, etc. The Memorandum is also known as the charter of the company. There are six conditions of the Memorandum: Clauses of Memorandum of Association Name Clause – Any company cannot register with a name which CG may think unfit and also with a name that too nearly resembles with the name of any other company. Situation Clause – Every company must specify the name of the state in which the registered office of the company is located. Object Clause – Main objects and auxiliary objects of the company. Liability Clause – Details regarding the liabilities of the members of the company. Capital Clause – The total capital of the company. Subscription Clause – Details of subscribers, shares taken by them, witness, etc. Definition of Articles of Association Articles of Association AOA is the secondary document, which defines the rules and regulations made by the company for its administration and day to day management. In addition to this, the articles contain the rights, responsibilities, powers and duties of members and directors of the company. It also includes the information about the accounts and audit of the company. Every company must have its own articles. However, a public company limited by shares can adopt Table A instead of Articles of Association. It is prepared for the persons inside the company, i. The governance of the company is done according to the rules prescribed in it. The companies can frame its articles of association as per their requirement and choice. Key Differences Between Memorandum of Association and Articles of Association The major differences between memorandum of association and articles of association are given as under: Memorandum of Association is a document that contains all the condition which are required for the registration of the company. Memorandum of Association is defined in section 2 56 while the Articles of Association is defined in section 2 5 of the Indian Companies Act Memorandum of Association is subsidiary to the Companies Act, whereas Articles of Association is subsidiary to both Memorandum of Association as well as the Act. In any contradiction between the Memorandum and Articles regarding any clause, Memorandum of Association will prevail over the Articles of Association. Memorandum of Association contains the information about the powers and objects of the company. Conversely, Articles of Association contain the information about the rules and regulations of the company. Memorandum of Association must contain the six clauses. On the other hand, Articles of Association is framed as per the discretion of the company. Memorandum of Association is obligatory to be registered with the ROC at the time of registration of Company. As opposed to Articles of Association, is not required to be filed with the registrar, although the company may file it voluntarily. Memorandum of association defines the relationship between company and external party. On the contrary, articles of association govern the relationship between the company and its members and also between the members themselves. When it comes to scope, the acts performed beyond the scope of memorandum are absolutely null and void. In contrast, the acts done beyond the scope of articles can be ratified by unanimous voting of all shareholders. They also help in the proper management and functioning of the company throughout its life.

### 9: Continental Association - Wikipedia

*Articles of association are similar to articles of organization in that they are also a formation document. In general, articles of association create the a cooperative association.*

These punitive laws were passed in response to patriot uprisings in the north, particularly the Boston Tea Party in late 1773. The Articles of Association proposed a boycott on goods produced in Britain and its colonies, and also provided for the correct conduct of colonists during the boycott. Throughout the 1770s, the colonists had become increasingly angry with British Parliament. To pay for foreign wars, Parliament had passed a series of laws that negatively impacted those in the colonies. Colonists felt that these laws were unjust, as they did not have direct representation in the distant British Parliament, and thus had no opportunity to defend their position. Tensions came to a head in late 1773 when a band of patriots dressed as Native Americans boarded East India Company ships docked in Boston Harbor and threw overboard chests of tea. This act of defiance and vandalism sparked an intense reaction from the British Parliament. They were designed to suppress the patriot movement in Massachusetts by massively curbing the rights of people living there. Representatives from each of the colonies excluding Georgia came together in September to protest these laws and to form the First Continental Congress. The result of this first Congress was the Articles of Association of the Congress. This document proposed a boycott on the import and export of goods from Britain and its other colonies to take effect December 1, 1773. The delegates of the First Continental Congress were careful not to criticise the king, but express their unhappiness at the current state of affairs. The Congress used the Virginia Association, which wished to increase cooperation between the colonies, as its template. Clauses within the document announced a ban of the slave trade, severance of all economic ties with Britain, and the desire to improve agriculture and industry with the colonies, and to provide produce for colonists at a reasonable price. There was also provision for the correct conduct for colonists to undertake during the boycott: The boycott was relatively successful while it lasted, and succeeded in damaging the British economy. The Crown responded in with the New England Restraining Act which failed to rein in the colonists and facilitated the start of the Revolutionary War. On display in the East Rotunda Gallery through September 18, 1773. In a turbulent decade filled with protests and social upheaval, the murder of the civil rights leader Dr. Martin Luther King, Jr. The riots resulted in millions of dollars in damage. Read more Telegram Requesting Dr. Study this document carefully before planning a climbing expedition to find this creature! Believed by some to live in the

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