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AN INTRODUCTION TO IHBC 2014 AGM AGENDA ITEM 5 BY TREFOR THORPE, IHBC PRESIDENT:

The following pages contain proposed changes to the IHBC's Articles of Association. Based on information received from our legal advisers, they have been recommended by IHBC's Council for adoption at the 2014 AGM under Item 5. These changes, which are 'tracked' in the text, will:

- Accommodate procedural updates to allow for fully democratic elections (S.9.4 - 9.5), and
- Ensure the Articles comply with current legislation governing charities and companies (charitable companies?).

The main terms of the changes are as follows:

- S5.14: Adjustment of timing of lodging of Proxy form, to accord with recent changes in company law. The crucial change here is that whilst it is perfectly acceptable for proxy forms to be submitted prior to 48 hours before the AGM, the Companies Act makes it illegal for an organization to *require* that. Thus we are mirroring the Companies Act clause in our revision of the Articles and entering a compliant deadline on the proxy forms. An identical arrangement applies to the revocation of proxies.
- S9.4: Adjust process of appointment procedure of post-holders, in line with their current titles, to accommodate on-line voting in advance of the AGM
- S9.5: Extend the period between nominations and elections to 60 days, to allow for informed evaluation of candidates and voting by all full members of the IHBC
- S9.8: Consolidation of current constitutional arrangements to meet with our established practices and comply with current legislation
- S14.1: Adjustment of arrangements for the company secretary, to accord with recent changes in company law

For further information see relevant links from our web site, at www.ihbc.org.uk, or email the IHBC Secretary Eddie Booth at ihbcsecretary@ihbc.org.uk



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The Companies Act 1985

Company Limited by Guarantee And Not Having A Share Capital

ARTICLES OF ASSOCIATION

of

THE INSTITUTE OF HISTORIC BUILDING CONSERVATION

Incorporated on the 14th day of March 1997

(Amended by Motions 1, 2 and 3 to the Annual General Meeting, 11 June 1999, Motion to the Annual General Meeting 16 Jun3 2000 and Motion 1 to the Annual General Meeting 15 June 2007)

1. **Interpretation**

1.1. Table A of the Companies (Tables A to F) Regulations 1995 shall not apply to the Institute.

1.2. In these Articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"Areas of Competence" means the guidance notes issued by the Council from time to time setting out the academic and other qualifications which are required to be satisfied by members and affiliates

"the Articles" means these Articles of the Institute

"Clear Days" in relation to the period of a notice means that 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

"Code of Conduct" means the Council Members or a number of them acting together in accordance with these Articles

"Council Member" Shall be a member elected to hold the office of Council Member which shall be equivalent in all respects to the office of director under the Act and any reference in the Act to director shall be deemed to be a reference to a Council Member and any reference to board shall likewise be deemed to be a reference to the Council in the Articles

"Disciplinary Committee" means the committee established to deal with disciplinary matters relating to members and associates pursuant to Article 8

"Executed" means the signing sealing or execution of any document by any mode of execution

"Secretary" means the Secretary of the Institute or any other person appointed to perform the duties of the Secretary of the Institute,

including a joint, assistant or deputy secretary

"The United Kingdom"

means Great Britain, Northern Ireland, including all offshore islands, the Channel Islands and the Isle of Man

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Institute.

2. **Members**

- 2.1. The subscribers to the Memorandum of Association of the Institute and such other persons [as](#) are admitted to membership in accordance with the Articles shall be members of the Institute. Every person who wishes to become a member (or an affiliate) shall deliver to the Institute an application for membership in such form as the Council may from time to time require executed by him.
- 2.2. Only those persons who have submitted an application in accordance with Article 2.1, and have satisfied the Council as to the matters set out in this Article 2.2 and been approved by a majority vote of the Council shall be admitted or thereafter remain as members of the Institute. No person shall be accepted or remain (as the case may be) as a member unless he/she shall;
 - 2.2.1. agree at the time of application to abide and thereafter abide by the Institute's Code of Conduct; and
 - 2.2.2. at the time of application satisfy the Council that he/she has satisfactorily completed a course validated by the Institute and undertaken not less than two years relevant experience or completed at least five years appropriate experience in the field of conservation of the historic environment as defined in the 'Areas of Competence' guidance notes which shall be approved by the Council from time to time; and
 - 2.2.3. at the time of application satisfy the Council that he/she is a proper person to become a member by means of examination, interview or otherwise, as the Council shall from time to time decide; and
 - 2.2.4. have a continuing appropriate involvement in conservation of the historic environment or satisfy the Council that such an involvement is being actively sought; and
 - 2.2.5. pay his/her annual subscriptions in full within 30 days (or such longer period as the Council may approve and subject always to Article 2.6) of the commencement of each membership year.
- 2.3. Those persons who are not members but who have submitted an application in accordance with Article 2.1 and have satisfied the Council as to the matters set out in this Article 2.3 may be elected as affiliates by a simple majority vote of the Council. An affiliate is not a member and has no voting rights nor any other rights of a member. No person shall be accepted as or remain (as the case may be) as an affiliate unless he/she shall:

- 2.3.1. agree at the time of application to abide and thereafter abide by the Institute's Code of Conduct; and
- 2.3.2. at the time of application satisfy the Council that he/she is a proper person to become an affiliate by means of examination, interview or otherwise, as the Council shall from time to time decide; and
- 2.3.3. pay his/her annual subscriptions in full within 30 days (or such longer period as the Council may approve and subject always to Article 2.6) of the commencement of each membership year.
- 2.4. An affiliate may apply to become a member at any time after he/she shall be able to comply with the preconditions to membership.
- 2.5. Membership or affiliation shall not be transferable and shall cease on death or upon delivery of resignation in writing to the registered office of the Institute or upon the happening of any other event stated to have that effect as set out in the Articles.
- 2.6. The Council or the Disciplinary Committee may terminate the membership or affiliation of any member or affiliate in accordance with the Institute's Code of Conduct however if a member or affiliate has not paid his/her annual subscription within 6 calendar months of the first day of the year in relation to which that subscription is due the membership or affiliation of that person shall terminate automatically. A member or affiliate shall have the right to appeal to the Council if he/she is dissatisfied with the decision of the Disciplinary Committee made in accordance with the Code of Conduct.
- 2.7. It shall be lawful for the Council to provide for the appointment of such persons as they may think fit through their services to conservation to be associates of the Institute and for the rights duties and liabilities (if any) of such associates, but so that such persons shall not by virtue of being associates as aforesaid be members or affiliates of the Institute and their rights (if any) shall not include a right to speak or vote at general meetings of the Institute, associates shall nevertheless be subject to the Institute's Code of Conduct.
- 2.8. The Council shall make such further regulations as it resolves from time to time to be necessary to regulate the position of students who wish to be student members of the Institute and who do not otherwise qualify for membership, affiliation or associateship.
- 2.9. The Secretary shall keep an accurate register of all members of the Institute together with a list of the affiliates and associates.

3. **General Meetings**

- 3.1. The Institute shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Institute and that of the next. Provided that the Institute holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 3.2. The Council 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 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of Council to call a general meeting, any member of the Institute may call a general meeting.

4. **Notice of general meetings**

- 4.1. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but any general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting 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 and the notice shall be given to all the members and to the Council Members but shall not be obliged to be given to the auditors affiliates and associates.
- 4.2. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5. **Proceedings at general meetings**

- 5.1. No business shall be transacted at any meeting unless a quorum is present. One twentieth of the persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 5.2. The chairman, if any, of the Council or in his/her absence some other Council Member nominated by the members and willing to act shall preside as chairman of the meeting and if there is only one Council Member present and willing to act he/she shall be chairman but if neither the chairman nor such other Council Member (if any) be present within 15 minutes after the time appointed for holding the meeting the members present and entitled to vote shall elect one of their number present and willing to act to be chairman.
- 5.3. The chairman may, with the consent of a majority of the members present at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time to such place and time as he/she shall determine, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting **is** adjourned for 14 days or more, at least 7 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.
- 5.4. At least twenty eight clear days prior to any general meeting resolutions required by any member or Council Member to be considered by the general meeting must be submitted in writing to the Secretary, with the names of the proposer and the seconder both of whom shall be members, resolutions proposed at the meeting

without prior written notice which the general meeting is capable of dealing with shall subject to any requirements of the Act and these Articles be accepted and put to the meeting at the discretion of the chairman.

- 5.5. 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:

5.5.1. by the chairman; or

5.5.2. by at least two members having the right to vote at the meeting; or

5.5.3. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person acting as proxy for a member shall be the same as a demand by that member.

- 5.6. 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 a requirement for proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 5.7. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. 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.

- 5.8. A poll shall be taken as the chairman directs and he/she 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.

- 5.9. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

- 5.10. 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/she may have.

- 5.11. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.

- 5.12. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any

other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

- 5.13. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he/she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
- 5.14. An instrument appointing a proxy shall be in such written form as the Council approves and to be effective signed by the appointor and shall **not be required to be** deposited at the registered office of the Institute **any earlier than 48 hours** before the time of the meeting as stated in the notice convening the meeting.

6. **Number of Council Members**

- 6.1. Unless otherwise determined by ordinary resolution, the maximum number of Council Members shall be **thirty** and shall be not less than four and those Council Members appointed shall subject to the provisions of these Articles be the Council.
- 6.2. Each Council Members must be a member of the Institute.

7. **Powers of the Council**

- 7.1. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Institute shall be managed by the Council which may exercise all the powers of the Institute. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the members of the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- 7.2. The Council may, by power of attorney for a period not exceeding twelve months, or otherwise, appoint any Council Member to be the agent of the Institute for such specific but not general purposes and on such conditions as they shall by resolution determine but this shall not include authority for the agent to delegate all or any of his/her powers.
- 7.3. The Council shall establish and may from time to time amend the Code of Conduct setting out the rules of conduct and bye laws with which members, affiliates, associates shall comply and setting out any disciplinary procedure(s) by which any member, affiliate or associate who is alleged to have breached the Code of Conduct shall be investigated and in accordance with which any disciplinary action shall be taken.

8. **Delegation of Council Members' powers**

- 8.1. The Council may where those powers may more conveniently be undertaken by such a committee delegate any of their administrative powers to any committee consisting of one or more Council Members or other persons (provided that the majority of the members of that committee shall be Council Members) whose actions shall be governed by the Articles and in particular the Council shall appoint

a Disciplinary Committee to consider all proceedings brought under the Code of Conduct.

- 8.2. All acts and proceedings of any committee shall be fully and promptly reported to the Council in writing.

9. **Appointment of Council Members**

- 9.1. The Institute shall divide the United Kingdom into 13 regions each represented by a branch the boundaries of each region represented by a branch may be varied and/or approved from time to time by the Council and shall be deemed to be unchanged in the absence of any resolution of the Council to the contrary made not less than twenty eight days prior to an annual general meeting.

- 9.2. The members in each branch shall be entitled to nominate a single Council Member to represent that branch and each branch shall notify the Council of the identity of their nominee forthwith on appointment and in the absence of notice the previous nominee shall be deemed to have been notified unless that person shall no longer be a member in which case the Council may (but shall not be obliged) to invite a representative of the branch who shall upon accepting the invitation in writing become a Council Member and a list of all the branch nominees names received or deemed to have been received by the Council shall be issued with the notice of annual general meeting and each of the persons so named shall be deemed to be elected at such meeting in the absence of a special resolution to the contrary proposed and passed at that annual general meeting. The branch nominated Council Members shall hold office only until the next annual general meeting at which time they shall be deemed to automatically retire at the end of such meeting whereupon the new branch nominated Council Members shall (in the absence of a resolution as aforesaid) be deemed to be elected.

- 9.3. Further Council Members up to the maximum authorised number may be elected at each annual general meeting.

- 9.4. The annual general meeting shall appoint by resolution who shall until the next annual general meeting hold the following offices and in the case of more than one person being nominated to hold such office the Council Members appointed shall be those receiving the largest number of votes:

9.4.1. Chairman;

9.4.2. Vice Chairman;

9.4.3. Treasurer;

9.4.4. Education Secretary;

9.4.5. Policy Secretary;

9.4.6. Membership Secretary;

9.4.7. Communications and Outreach Secretary

9.4.8. IHBC Secretary.

A Council Member who is also an officer shall have only one vote.

Notice of nomination for each officer or Council Member shall be included in the notice of annual general meeting.

9.5. Each nominee for the offices and as Council Members as referred to in articles 9.3 and 9.4 shall be nominated by at least one and seconded by at least two further members (other than the nominee himself) notice of such nomination and seconding to be sent in writing to the Institute's registered office not less than 60 days prior to the annual general meeting. A member may nominate or second in total a maximum of 5 members to be Council Members. Voting for Branch nominees shall not be taken as a nomination for these purposes.

9.6. Every Council Member shall be deemed to retire at the conclusion of the annual general meeting following that at which he/she was appointed in the absence of his/her re-election.

9.7. In the event that the number of Council Members is less than the maximum allowed the Council may co-opt such further members as it shall in its absolute discretion determine who shall serve as Council Members until the next annual general meeting or such shorter time as the Council shall determine.

9.8. Subject to the maximum number of Council Members permitted, the Council of the Institute shall, from time to time, be able to appoint to Council observers, who shall be Council Members but without voting rights. Any such Council Members appointed as observers shall be entitled to serve until the next annual general meeting where they may be reappointed, if willing to stand.

10. **Disqualification and removal of Council Members**

10.1. The office of a Council Member shall be vacated if:

10.1.1. he/she ceases to be a Council Member by virtue of any provision of the Act or he/she becomes prohibited by law from being a Council Member; or

10.1.2. he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or

10.1.3. he/she is, or may be, suffering from mental disorder and either:

10.1.3.1. he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or

10.1.3.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or

10.1.4. he/she resigns his/her office by notice to the Institute in writing; or

- 10.1.5. he/she shall for more than 6 consecutive months have been absent without permission of the Council from meetings of Council held during that period and the Council resolves that his/her office be vacated.

11. Remuneration of Council Members and payment of expenses

- 11.1. The provisions of the Memorandum of Association as to the remuneration of members and payment of their expenses shall apply.

12. Appointments and interests of Council Members

- 12.1. Subject to the provisions of the Act and of the Memorandum of Association, the Council Members may appoint not more than one of their number to hold an executive office of the Institute and may enter into an agreement or arrangement with such Council Member for his/her employment by the Institute or for the provision by him of any services outside the scope of the ordinary duties of a Council Member and for such remuneration for his/her employment or services as the Council Members shall in the circumstances consider reasonable. Any appointment of a Council Member to an executive office shall terminate if he/she ceases to be a Council Member but without prejudice to any claim to damages for breach of the contract of service between the Council Member and the Institute.

- 12.2. Subject to the provisions of the Act and the Memorandum of Association and provided that he/she has disclosed to the Council the nature and extent of any material interest of his/her, a Council Member notwithstanding his/her office.

- 12.2.1. may be a party to, or otherwise be interested in, any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Institute or in which the Institute is otherwise interested; and

- 12.2.2. shall not, by reason of his/her office, be accountable to the Institute for any benefit which he/she derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 12.3. For the purposes of Article 12.2:

- 12.3.1. a general notice given to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Members has an interest in any such transaction of the nature and extent so specified;

- 12.3.2. an interest of which a Council Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his/her; and

- 12.3.3. a Council Member declaring an interest shall withdraw from such part of any meeting during which discussions and/or any vote is held in respect of the matter in relation to which he/she has such interest.

13. **Proceedings of the Council**

- 13.1. Subject to the provisions of the Articles, the Council Members may regulate their proceedings as they think fit provided that each Council Member present in the United Kingdom shall be entitled to receive written notice of each Council meeting. A Council Member may, and the Secretary at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member 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. A Council Member who is also an alternate Council Member shall be entitled in the absence of his/her appointor to a separate vote on behalf of his/her appointor in addition to his/her own vote.
- 13.2. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be six.
- 13.3. The continuing Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number, but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or member may act only for the purpose of filling vacancies or of calling a general meeting.
- 13.4. If the chairman is unwilling to act as such a Council Member appointed by the Council shall preside at every meeting of the Council at which he/she is present.
- 13.5. A resolution in writing signed by all the Members of the Council entitled to receive notice of a meeting of the Council or of a committee of members shall be as valid and effectual as if it had been passed at a Council meeting or by a committee of Council Members duly convened and held and may consist of several documents in the like form each signed by one or more Council Members; but a resolution signed by an alternate Council Member need not also be signed by his/her appointor and, if it is signed by a Council Member who has appointed an alternate Council Member, it need not be signed by the alternate Council Member in that capacity.
- 13.6. The Members in each branch shall procure that branch nominees shall not less than annually and at any other time at the request of the Council, report their activities to the Council in writing and provide details of all income and expenditure of the branch during the preceding period since the last request was made by the Council and all such income shall be held on behalf of the Institute and applied in accordance with the directions of the Council from time to time.

14. **Secretary**

- 14.1. [The Council may appoint \(and remove\) any person \(who may be a Council Member\) to act as Secretary in accordance with the Companies Act.](#)

15. **Minutes**

- 15.1. The Council shall cause minutes to be made in books kept for the purpose and available for inspection by membership upon prior request in writing:
- 15.1.1. of all appointments of officers; and

- 15.1.2. of all proceedings at meetings of the Institute, and of the Council, and of committees of Council Members, including the names of the Council Members present at each such meeting.

Minutes of all Council meetings shall be issued to each branch within thirty days of the approval of such minute by the Council.

16. **President, vice presidents and patrons**

- 16.1. The Council may in their absolute discretion appoint any person to be the president of the Institute and any person or persons to be vice presidents or patrons of the Institute for such term or terms as shall be specified by the Council at the time of the appointment. Such persons shall not by virtue only of such appointment become members, affiliates, associates or Council Members, such appointments being entirely honorary.

17. **Accounts**

- 17.1. No members shall (as such) have any right of inspecting any accounting records or other book or document of the Institute except as conferred by statute or as authorised by the Council or by ordinary resolution of the Institute.

18. **Notices**

- 18.1. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
- 18.2. A member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

19. **Winding up**

- 19.1. On the winding-up and dissolution of the Institute the provisions of the memorandum of association shall have effect as if repeated in the Articles.

20. **Indemnity**

- 20.1. Subject to the provisions of the Act but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member 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 defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she 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.

Names and Addresses of Subscribers