

(3) For the purposes of this Clause "annual output" shall mean the output allocated to the district under the scheme in respect of the last completed period of four quarters immediately preceding each meeting of the Council provided that in respect of any such period or any part of such period for which allocations of output shall not have been made under the Scheme the output actually produced in the district shall be substituted for the allocated output.

(4) The Executive Board of each district shall intimate to the Council from time to time the names and addresses of the representative or representatives and substitute or substitutes appointed under this Clause in respect of the district and any changes therein.

#### *First Meeting of Council.*

V. The first meeting of the Council shall be held as soon as conveniently possible after the date on which the Scheme shall have been approved by the Board of Trade for the purpose of electing officers and of any other business that may be necessary under the Scheme. Such first meeting shall be called by William Alexander Lee, C.B.E., of General Buildings, Aldwych, London, by seven days' notice in writing to the members of the Council and to the Secretaries of the respective Executive Boards.

#### *Powers of Council.*

VI.—(1) The Scheme shall be administered by the Council which shall have power to do all such things as are necessary for the discharge of the functions of the Council under the Scheme or as are incidental to or consequential on the provisions of the Scheme or necessary for giving effect thereto.

(2) Without prejudice to the generality of the foregoing powers the Council shall have power (a) to appoint officers, (b) save as to the provisions of Clause IX. to make and from time to time vary rules of procedure governing the calling of meetings of the Council and the conduct and quorum for the transaction of business thereat, (c) to appoint committees from among its members or otherwise from time to time for such purposes and with such delegation of its powers as it may think fit; provided that on the appointment of any Committee every district shall have the right to be represented thereon if it so desires; provided further that every decision of a Committee shall be subject to the approval of the Council.

#### *Officers.*

VII.—(1) The Council shall appoint a Secretary and such other officers as are required to give effect to the functions of the Council and they shall fix the terms and duration of each appointment.

(2) The Council may pay to any of its members who may be called upon to perform any special services including a Chairman or Deputy Chairman such remuneration as the Council may from time to time determine.

#### *Trustees and Central Fund.*

VIII.—(1) The Council shall appoint three Trustees for the Council at its first meeting or as soon thereafter as practicable and the Central Fund hereinafter mentioned and all other property of the Council shall be vested in such Trustees.

(2) There shall be established and vested in the Trustees a Central Fund into which shall be paid all monies received by them on behalf of the Council and out of which shall be paid all the expenses of the Council and any money payable by the Council under the Scheme. The Central Fund and all other property of the Council shall be held and dealt with by the Trustees subject to the directions of the Council from time to time.

(3) Any amounts for the time being standing to the credit of the Central Fund and in the opinion of the Council in excess of its requirements for the other purposes of the Scheme, whether representing contributions or penalties or partly the one and partly the other may be distributed among any or all of the Executive Boards in such proportions and manner as the Council may from time to time decide.

(4) The Council shall save harmless and keep indemnified the Trustees and each of them against all actions, claims, demands, costs and expenses which they or he may incur or sustain in the performance of their or his duties or by reason of or incidental to any matter which may be done in execution of the provisions of the Scheme.

(5) The Trustees may sue and be sued for and on behalf and in the name of the Council and shall pay to the Central Fund any monies recovered by them in any proceedings taken on behalf of the Council and the Trustees shall be entitled to reimburse themselves out of the Central Fund for any costs and expenses incurred by them in their capacity as Trustees under the Scheme; provided that the Trustees shall not commence any action or proceedings unless and until they are required to do so by the Council.

(6) Subject to any directions given by the Council from time to time the Trustees shall have discretion as regards any monies standing to the credit of the Central Fund which are in excess of the immediate requirements of the Council either to place the same on deposit with any banking company at interest or to invest the same in any investments authorised by law for the investment of trust monies and they may from time to time change such investments for any other investments of the like nature or realise the same in order to meet expenses duly approved by the Council.

(7) The Council may at any time remove any Trustee from office and shall as soon as practicable after the death, retirement or removal of any Trustee fill the vacancy thereby occasioned by appointing a new Trustee in his place, but so nevertheless that the Trustees for the time being may act notwithstanding any vacancy in their number.

#### *Voting.*

IX. The following rules shall apply to voting at meetings of the Council:—

(1) Voting shall in the first place be by show of hands.

(2) If any member demand a poll it shall be taken at the meeting and each Executive Board represented at the meeting shall be entitled to one vote for every ton of annual output of the district as defined in Clause IV. (3).

(3) Subject to the provisions of Clause XVI. all questions at any meeting of the Council shall be decided by the majority of the votes recorded, provided that if the representative