

THE COMPANIES ACTS 1985 AND 1989

33303

COMPANY LIMITED BY GUARANTEE

ORDINARY AND SPECIAL RESOLUTIONS

OF

THE GUIDE ASSOCIATION TRUST CORPORATION

Passed on 19 October 2000

At an Annual General Meeting of the above-named Company duly convened and held on the above date, the following Resolutions were duly passed as to resolution numbered 1 as an ordinary resolution and resolution 2 as a special resolution :

ORDINARY RESOLUTION

1. Proposed by Miss Dale seconded by Mrs Teagle and resolved unanimously that the draft of the new Articles of Association of the Guide Association Trust Corporation tabled at the meeting of the Board of Management held on 4 April 2000 be amended as follows :

"FOR INFORMATION ONLY"
"RESOLUTION PASSED SEPARATELY"
— Passed on 4 April 2000

Article 5 (B)

Delete the words "the Chairman of the Executive Committee" and substitute "the Deputy Chief Guide (if appointed)"

Article 7 (B)

In the third line delete the word "upon" and substitute "at the Annual General Meeting next following"

Add to the end of the subclause the words "unless the Board shall determine to extend her membership thereafter for not more than three years"



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Article 26(A)

In the first line, after the words "by resolution appoint", insert "a Secretary and if necessary"

Article 27

Delete the proposed wording and substitute the following :

"27 The seal of the Corporation shall not be affixed to any instrument except by the authority of a resolution of the Board, and at least two members of the Board and the Secretary shall sign every instrument to which the seal shall be so affixed; and in favour of any purchaser or person bona fide dealing with the Corporation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed".

SPECIAL RESOLUTION

2. Proposed by Mrs Wainwright seconded by Mrs Cunningham and resolved unanimously that the new Articles of Association of the Trust Corporation be adopted in the form of the draft tabled at the Extraordinary General Meeting on 4 April 2000, as agreed to be amended in the course of the meeting, in substitution for and to the exclusion of the existing Articles of Association of the Trust Corporation.

Signed



Bridget Towle

26 October 2000

Chairman of the Board of Management

333303

The Companies Act 1929

AND

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

Articles of Association

(Adopted by Special Resolution passed on 19th October 2000)

OF

**THE GUIDE ASSOCIATION
TRUST CORPORATION**

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context-

WORDS.	MEANINGS.
The Act	The Companies Act 1985.
These presents ..	These Articles of Association and the regulations of the Corporation from time to time in force.
The Corporation	The above-named Corporation.
The Guides ..	The Guide Association incorporated by Royal Charter.
The Board ..	The Board of Management for the time being of the Corporation.

WORDS.	MEANINGS.
Office	The registered office of the Corporation.
Seal	The common seal of the Corporation.
Month	Calendar month
Clear days ..	In relation to the period of a notice, 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.
In writing ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender and vice versa; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Corporation, shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of the members with which the Corporation proposes to be registered is twelve, but the Board may from time to time register an increase of members.
3. The provisions of Section 352 of the Act shall be observed by the Corporation.
4. The Corporation is established for the purposes expressed in the Memorandum of Association.
5. The members of the Corporation shall be -
 - A) The subscribers to the Memorandum of Association.
 - B) The Chief Guide, the Deputy Chief Guide (if appointed), and the Honorary Treasurer for the time being of The Guide Association upon their respectively agreeing in writing to become members of the Corporation and upon their names being respectively entered in the register of members of the Corporation.

- C) Such other persons as the Board shall admit to membership in accordance with the conditions hereinafter contained.

6. The Board shall have power to admit to membership of the Corporation any person whether or not at the date of such admission a member of the Council of The Guide Association and who shall signify in writing her consent to become a member of the Corporation: provided that -

- (A) in no case shall the number of members of the Corporation for the time being authorised be exceeded, and
- (B) the number of members of the Corporation who are not members of The Council of The Guide Association (other than any member who when admitted was a member of the Council) shall not at any time exceed four.

7. A member shall cease to be a member of the Corporation-

- (A) Upon her retirement to be signified by such member in writing to the Corporation; or on her death.
- (B) In the case of a member under Article 5(B) on her ceasing to hold her office as Chief Guide, Deputy Chief Guide or Honorary Treasurer; and in all other cases upon the fifth anniversary of her becoming a member of the Corporation unless the Board shall determine to extend her membership thereafter for not more than three years
- (C) If when admitted she was a member of The Council of The Guide Association upon her ceasing to be such a member unless the Board shall otherwise determine.
- (D) Upon a resolution to that effect being passed by not less than three-fourths of the members of the Corporation present in person at a General Meeting of the Corporation of which she has received proper notice and at which she shall have had a reasonable opportunity of attending and being heard.

GENERAL MEETINGS.

8. Annual General Meetings shall be held once in every calendar year at such time and place as may be determined by the Board, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Board may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

11. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but any General Meeting may be called by shorter notice if it is so agreed -

- A) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- B) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five 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 in the case of special business the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to such members of the Corporation as are under the provisions of these presents entitled to receive notices from the Corporation.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and of the Auditors and the fixing of the remuneration of the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be three members personally present.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

16. The Chairman (if any) of the Board shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Corporation who shall be present to preside.

17. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members present in person and entitled to vote. Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Corporation shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. If a poll is so demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. 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 forthwith or at such other time as the Chairman of the meeting directs.

18. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a further or casting vote.

19. Every member personally present shall have one vote and no more. No vote shall be given by proxy.

BOARD OF MANAGEMENT.

20. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than three nor more than eight.

21. The first members of the Board shall be nominated in writing from amongst the members by a majority of the subscribers to the Memorandum of Association.

22. (A) The Corporation in General Meeting may by resolution from time to time appoint any member of the Corporation to be a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum

be not exceeded and provided that the Corporation shall not appoint as a member of the Board any person who may have been removed from the Board by the Executive Committee under Sub-clause (B) of this Article.

(B) The Executive Committee of The Guide Association may from time to time appoint any member of the Corporation to be a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not exceeded, and may from time to time remove any member of the Board. Any such appointment or removal shall be by instrument in writing signed by two members of the Executive Committee acting in pursuance of a resolution in that behalf passed at a meeting of such Committee, and shall take effect upon being lodged at the Office, together with a copy of such resolution certified by the Secretary of the Executive Committee to be a true copy thereof.

23. No person who is not a member of the Corporation shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD.

24. The business of the Corporation shall be managed by the Board, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Corporation as they think fit, and may exercise all such powers of the Corporation, and do on behalf of the Corporation all such acts as may be exercised and done by the Corporation, and as are not by the Act or by these presents required to be exercised or done by the Corporation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Corporation in General Meeting, but no regulation made by the Corporation in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

25. The continuing members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of summoning a General Meeting, but not for any other purpose.

26. (A) The Board may from time to time by resolution appoint a Secretary and if necessary a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

(B) The Board may from time to time by resolution appoint a Treasurer and if necessary a temporary substitute for the Treasurer and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Treasurer.

27. The seal of the Corporation shall not be affixed to any instrument except by the authority of a resolution of the Board, and at least two members of the Board and the Secretary shall sign every instrument to which the seal shall be so affixed; and in favour of any purchaser or person bona fide dealing with the Corporation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

28. Cheques on the Corporation's bankers, until otherwise from time to time resolved upon by the Board, shall be signed by any two of the Secretary, the Treasurer and the members of the Board. The Corporation's banking account shall be kept with such banker or bankers as the Board shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE BOARD.

29. The office of a member of the Board shall be vacated-

- (A) If she becomes bankrupt or makes any arrangement or composition with her creditors generally.
- (B) If she becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs.
- (C) If she ceases to be a member of the Corporation.
- (D) If by notice in writing to the Corporation she resigns her office.
- (E) If she ceases to hold her office by virtue of any provision of the Act or she becomes prohibited by law from being a charity trustee or otherwise a member of the Board.

PROCEEDINGS OF THE BOARD.

30. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum.

Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

31. On the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent abroad shall not be entitled to notice of a meeting.

32. The Board shall from time to time elect a Chairman who shall preside at all meetings of the Board at which she shall be present, and may determine for what period she is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding a meeting, the members of the Board present shall choose some one of their number to be

Chairman of the meeting.

33. A meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Corporation for the time being vested in the Board generally.

34. The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

35. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board.

36. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Corporation and of the Board and of Committees of the Board, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

37. A resolution in writing signed by all the members for the time being of the Board or of any Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted.

ACCOUNTS.

38. The Board shall cause proper books of account to be kept with respect to-

- (A) The assets and liabilities of the Corporation;
- (B) The sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditure take place; and
- (C) All sales and purchases of goods by the Corporation.

39. The books of account shall be kept at the Office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

40. The Corporation in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Corporation, or any of them, and subject to such conditions

and regulations the accounts and books of the Corporation shall be open to the inspection of members at all reasonable times during business hours.

41. Once at least in every year the Board shall lay before the Corporation in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Corporation made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than twenty one days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting.

AUDIT.

42. Once at least in every year the accounts of the Corporation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

43. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 394A of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

44. A notice may be served by the Corporation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at her registered address as appearing in the register of members.

45. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Corporation an address within the United Kingdom at which notices may be served upon her, shall be entitled to have notices served upon her at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Corporation.

46. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.