

COMPANY NO.524331
CHARITY NO.309676

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-

DRAGON SCHOOL TRUST LIMITED

(as altered by Special Resolution passed on 12th November 1994, 22nd February 1997,
3rd March 2007 and [] 2008)

1. The name of the Company is "DRAGON SCHOOL TRUST LIMITED" ("the Trust").
2. The registered office of the Trust is to be in England.
3. The objects of the Trust are to advance the education of the public by acquiring and carrying on in the United Kingdom and elsewhere any school or schools for the education of children and young adults and by ancillary or incidental educational activities and other associated activities for the benefit of the community ("the Objects").
4. The Trust has the following powers which may be exercised only in promoting the Objects:
 - 4.1 To provide training centres, classes, lectures, conferences, study tours, sporting and musical and artistic and dramatic tours, and courses of instruction for educational purposes.
 - 4.2 To promote or carry out research, provide advice and publish and distribute information and other material for educational purposes.
 - 4.3 To provide all appropriate books and equipment and boarding and other accommodation for staff and students at any school carried on by the Trust.
 - 4.4 To offer exhibitions, prizes and rewards and to make grants and allowances to students or prospective students at any school carried on by the Trust and to provide bursaries or discounts against fees payable in respect of attendance at any school carried on by the Trust.



- 4.5 To offer scholarships and exhibitions and to make grants, loans and allowances to any student or past student of any school carried on by the Trust for the purpose of proceeding to any university or other educational establishment.
- 4.6 To provide playing fields, games courts, recreation grounds and buildings, swimming baths and other facilities and accommodation in connection with sports, games and pastimes of all kinds at any school carried on by the Trust.
- 4.7 To carry on farming, dairy and poultry farming, stock breeding, market gardening, fruit farming and nurseries on any property of the Trust for the purpose of providing and supplying any school or schools carried on by the Trust.
- 4.8 To act as trustees, governors or managers of any real or personal property given or held upon trust for the Objects.
- 4.9 To raise funds and to accept gifts of any real or personal property and invite and receive contributions by way of donation, sponsorship, covenant, grant, loan, subscription, legacy, or otherwise, provided that in raising funds the Trust shall conform to any relevant statutory regulations and shall not undertake taxable trading.
- 4.10 To purchase, take on, lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Trust may think necessary or convenient for the promotion directly or indirectly of the Objects, and to construct, improve, maintain and alter any buildings or erections necessary or convenient for the work of the Trust.
- 4.11 To manage generally and sell, let, repair, improve, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of the Objects (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 4.12 To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit and in particular by the issue of bonds, debentures or debenture stock whether or not charged upon all or any of the Trust property (provided that any charges are only entered into in accordance with the restrictions imposed by the Charities Act 1993).
- 4.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank and building society accounts.
- 4.14 To deposit or invest funds of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- 4.15 To delegate the management of investments to an appropriately qualified financial expert, but only on terms that:
 - 4.15.1 the investment policy is set down in writing for the financial expert by the Governors;
 - 4.15.2 every transaction is reported promptly to the Governors;
 - 4.15.3 the performance of the investments is reviewed regularly with the Governors;
 - 4.15.4 the Governors are entitled to cancel the delegation arrangement at any time;

- 4.15.5 the investment policy and the delegation arrangement are reviewed at least once a year;
- 4.15.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
- 4.15.7 the financial expert must not do anything outside the powers of the Governors.
- 4.16 To arrange for investments or other property of the Trust to be held in the name of a nominee (being a corporate body registered or having an established place of business in England or Wales) under the control of the Governors or of an appropriately qualified financial expert acting under their instructions and to pay any reasonable fee required.
- 4.17 To amalgamate affiliate or co-operate with and subscribe to any charities, voluntary bodies, persons and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them PROVIDED that the Trust shall not be involved in any such activity with an organisation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Trust under or by virtue of clause 5.
- 4.18 Subject to clause 5, to grant pensions, allowances and gratuities to past or present employees of the Trust or to the dependants of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons as aforesaid.
- 4.19 To establish and support any charitable trusts, associations or institutions formed for the Objects or any of them.
- 4.20 To appoint and constitute such advisory committees as the Governors think fit.
- 4.21 To employ such paid or unpaid staff, agents or advisers, who shall not be Governors, as are necessary for the proper pursuit of the Objects.
- 4.22 To make grants or loans of money and to give guarantees.
- 4.23 To insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust when required.
- 4.24 To establish and invest in any subsidiary company in order to assist or act as agents for the Trust.
- 4.25 To do all such other lawful things as are necessary for the achievement of the Objects.

PROVIDED ALWAYS AND IT IS HEREBY DECLARED that the Trust exists only for purposes which are both charitable and educational and notwithstanding anything hereinbefore contained nothing shall be within the Objects which is not both a charitable and an educational object (or represents ancillary or incidental educational activities or other associated activities for the benefit of the community).

5. The income and property of the Trust shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to any member or members of the Trust.

***On behalf of the Charity Commission
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.***

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no Governor shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that (except as provided below) no remuneration or other benefit in money or money's worth shall be given by the Trust to any Governor, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust;

PROVIDED FURTHER that the provisions last aforesaid shall not apply to any payment to any company of which a Governor may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment;

PROVIDED FURTHER that any Governor (or any firm or company of which a Governor is a member or employee) may enter into a contract in writing with the Trust to supply goods or services in return for a payment or other material benefit but only if the goods or services are actually required by the Trust, the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 18 of the Articles, no more than one half of the Governors are subject to such a contract in any financial year and the prior written consent of the Charity Commission has been obtained;

PROVIDED FURTHER that nothing herein shall prevent the payment of any premium in respect of any indemnity insurance to cover the liability of the Governors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust, including their liability for costs in defending any proceedings; PROVIDED that any such insurance shall not extend to any claim arising from any act or omission which the Governors (or any of them) knew, or must be assumed to have known, was not in the best interests of the Trust, or in relation to which the Governors were unconcerned as to whether it was in the best interests of the Trust or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors.

6. If a conflict of interest arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this Memorandum or in the Articles, the unconflicted Governors may authorise such a conflict of interest where the following conditions apply:
- (a) the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting;
 - (c) the unconflicted Governors consider it is in the best interests of the Trust to authorise the conflict of interest in the circumstances applying.

67. The liability of the members is limited.
78. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
89. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of clause 5, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object being also an educational object.
910. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Trust and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members.
- 4011.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.
- 4011.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Cyril Pearce Harvey QC	4 Paper Buildings, Temple, EC4	
John Traill Christie	Jesus College, Oxford	Principal
Graham Randle Cooper	Shepherds Close, Hinksey Hill, Oxford	Builders Merchant
Helen Callwell Brown	26 Norham Road, Oxford	Married Woman
Norman Whatley	10 Staverton Road, Oxford	Retired Schoolmaster
Robert George Jessel	11 Bunsall Street, Chelsea, SW3	Journalist
John George Smyth	809 Beatty House, Dolphin Square, W1	MP
Hugh Todd Naylor Gaitskell	18 Frognaal Gardens, NW3	MP
John Cotesworth Slessor	Rampton Manor, Yeovil, Somerset	Marshal of the RAF

DATED this 25th day of September 1953.

WITNESS to the above signatures, with the exception of Norman Whatley and John Cotesworth Slessor :

S. H. M. Wilson, 2 New Square, Lincoln's Inn, WC2 Solicitor

WITNESS to the signature of John Cotesworth Slessor:

Patricia M. Smith, Clerk to Messrs Dawson & Co, 2 New Square,
Lincoln's Inn, WC2

WITNESS to the signature of Norman Whatley:

J.E.Critchley, 1/5 Broad Street, Oxford Chartered Accountant

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CHARITY NO.309676

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of -

DRAGON SCHOOL TRUST LIMITED

(as adopted by Special Resolution passed on 12th November 1994, 22nd February 1997, 3rd March 2007 and [] 2008)

GENERAL

1. In the Memorandum and in these Articles the words standing in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context -

Words	Meanings
The Act	The Companies Act 1985.
AGM	An annual general meeting of the Trust.
These Articles	These Articles of Association .
Chairman	The Chairman of the Governors.
Charity Trustee	The meaning prescribed by the Charities Act 1993.
Clear day	24 hours from midnight following the relevant event.
EGM	An extraordinary general meeting of the Trust.
Governor	A member of the Governing Body for the time being of the Trust.

Governors	All of the members of the Governing Body for the time being of the Trust.
In writing	Written or printed, or partly one and partly another, and other modes of representing or reproducing words in a visible form, including faxes and e-mails.
Member and membership	Refers to membership of the Trust.
Memorandum	The Memorandum of Association of the Trust.
Month	Calendar month.
The Objects	The Objects of the Trust as defined in clause 3 of the Memorandum.
The Office	The registered office of the Trust.
The Seal	The Common Seal of the Trust.
Taxable trading	Carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax.
The Trust	The above named Trust.
The United Kingdom	Great Britain and Northern Ireland.
Year	Calendar year.

Any 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

Words importing persons shall include corporations.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

The provisions of the Memorandum to the extent that they could have been contained in these Articles shall take effect as though repeated here.

2. The Trust shall maintain a register of members, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The members of the Trust shall be the Governors and any individual who:
 - 3.1 is approved by the Governors; and
 - 3.2 consents in writing to become a member.

4. Membership is terminated if the member concerned:
 - 4.1 gives written notice of resignation to the Trust; or
 - 4.2 dies; or
 - 4.3 (in the case of a Governor) ceases to be a Governor.
5. Membership of the Trust is not transferable.

GENERAL MEETINGS

- 6.1 Members are entitled to attend general meetings. General meetings are called on at least twenty one clear days' written notice, or such shorter notice as is permitted under the Act, specifying the business to be discussed.
- 6.2 There is a quorum at a general meeting if the number of members personally present is at least three.
- 6.3 The Chairman of the Governors or (if the Chairman is unable or unwilling to do so) some other member elected by those present shall preside as chairman at every general meeting.
- 6.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 6.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.
- 6.6 Subject to the provisions of the Act, a written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 6.7 The Trust must hold an AGM in every year which all members are entitled to attend.
- 6.8 At an AGM the members:
 - 6.8.1 receive the accounts of the Trust for the previous financial year;
 - 6.8.2 receive the Governors' report on the Trust's activities since the previous AGM;
 - 6.8.4 appoint auditors for the Trust;
 - 6.8.5 discuss and determine any issues of policy or deal with any other business put before them.
- 6.9 Any general meeting which is not an AGM is an EGM.
- 6.10 An EGM may be called at any time by the Governors and must be called within 28 days on a written request from at least two members.
7. The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding held, at any such meeting.

8. The Chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty 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.

THE GOVERNING BODY

9. The Governors as Charity Trustees have control of the Trust and its property and funds.
10. The number of Governors shall not be less than seven nor more than twenty.
11. The Governors shall be such persons as have been nominated by any Governor or a committee of the Governors and whose nomination has been approved by a Special Resolution of the members PROVIDED that no person who is a headmaster or assistant master of a school carried on by the Trust and no person who is otherwise in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by clause 5 of the Memorandum) shall be eligible to be a Governor.
12. Governors shall retire at the age of 70 years.
13. Governors shall be appointed for a period of six years at the end of which period an outgoing Governor may by Special Resolution be re-appointed for a further period of six years or such lesser period as the Governors consider appropriate. Thereafter, outgoing Governors may be re-appointed for further periods of six years or any such lesser period, without limit, providing always that at the date of each appointment the Governor concerned is under the age of 70 years.

POWERS OF THE GOVERNING BODY

14. Subject to any provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Trust shall be managed by the Governors who may exercise all the powers of the Trust. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. A meeting of the Governors at which a quorum is present may exercise all the powers exercisable by the Governors.

PROVIDED THAT:

- 14.1 The Governors shall not deliberate upon or negotiate the acquisition of nor shall the Trust acquire whether by purchase or gift or otherwise any school of which a Governor for the time being is the proprietor or one of the proprietors or in which he is financially interested; and
- 14.2 The Governors shall not deliberate upon or negotiate nor shall the Trust make or execute any service agreement with a headmaster or assistant master or other person who is for the time being a Governor.

15. In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governors shall have the following powers, namely:
- 15.1 To expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the Objects.
 - 15.2 To enter into contracts on behalf of the Trust.
 - 15.3 To make such appointments as they shall determine.
 - 15.4 To establish regulations from time to time with respect to the discipline, suspension and dismissal of staff and pupils.
16. The Governors may act notwithstanding any vacancy in their number; provided always that in case the Governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as Governors for the purpose of filling up vacancies in their number or of summoning a general meeting, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE GOVERNING BODY

17. The office of a Governor shall be vacated if he:
- 17.1 ceases to be a Governor by virtue of any provision in the Act or the Insolvency Act 1986, or is disqualified from acting as a company director under the Company Directors Disqualification Act 1996 or is disqualified under the Charities Act 1993 from acting as a Charity Trustee;
 - 17.2 becomes incapable, whether mentally or physically, of managing his own affairs;
 - 17.3 ceases to be a member of the Trust;
 - 17.4 resigns by notice in writing to the Trust (but only if at least two Governors will remain in office);
 - 17.5 is absent without the permission of the Governors from all their meetings held within a period of twelve months and the Governors resolve that his office be vacated;
 - 17.6 is removed by an Ordinary Resolution of the members in general meeting; or
 - 17.7 reaches the age of 70 years.

PROCEEDINGS OF THE GOVERNING BODY

18. The Governors 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, three 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. PROVIDED THAT whenever a

Governor has a personal interest in a matter to be discussed at a meeting of the Governors or a committee, the members of the Governor concerned must:

- 18.1 declare the nature and extent of any interest direct or indirect, which he has in a proposed transaction or arrangement with the Trust or in any transaction or arrangement entered into by the Trust which has not previously been declared at or before discussion begins on the matter;
 - 18.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information; absent himself from any discussions of the Governors in which it is possible that a conflict of interest will arise between his duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest);
 - 18.3 not be counted in the quorum for that part of the meeting; and
 - 18.4 withdraw during the vote and have no vote on the matter.
19. A Governor may, and on the request of a Governor the Secretary shall, at any time, summon a meeting of the Governors by notice served upon the Governors. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting.
 20. The Governors shall from time to time elect from their number a Chairman who shall be entitled to preside at all meetings of the Governors at which he shall be present, and may determine for what period he is to hold office (not being more than 5 years), but if no such Chairman be elected or if at any meeting the Chairman shall not be present within five minutes after the time appointed for holding the meeting and willing to preside, the Governors shall choose one of their number to be chairman of the meeting.
 21. A meeting of the Governors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Governors generally.
 22. The Governors may delegate any of their powers to committees consisting of members (or non-members) of the Governing Body as they think fit, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Governors. In the case of any committee comprising non-members of the Governing Body there shall be at least one Governor who shall be a member of the committee. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Governors as aforesaid provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Governors.
 23. All acts bona fide done by any meeting of the Governors or of any committee of the Governors, or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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, or had duly continued in office and was qualified to be a Governor.
 24. The Governors shall cause proper minutes to be made of all appointments of officers made by the Governors and of the proceedings of all meetings of the Trust and of the Governors

and of committees of the Governors, and all business transacted at such meetings, and any such minutes 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 sufficient evidence without any further proof of the facts therein stated.

- 25.1 A resolution in writing signed by all the Governors or of any committee of the Governors who are duly entitled to receive notice of a meeting of the Governors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Governors or of such committee duly convened and constituted. Such a resolution may consist of several documents in the same form, each signed by one or more Governors.
- 25.2 Subject to any provision of the Act requiring a meeting to be held physically, a Governor entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other; and participation in a meeting in this manner is taken to be presence in person at the meeting.

SECRETARY

26. The Secretary of the Trust shall be appointed by the Governors for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Governors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

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

ACCOUNTS

28. The Governors shall cause proper books of accounts to be kept with respect to:
- 28.1 all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- 28.2 all sales and purchases of goods by the Trust; and
- 28.3 the assets and liabilities of the Trust.
29. Accounts shall be prepared in accordance with the provisions of the Act and the Charities Act 1993.
30. At the AGM in every year the Governors shall lay before the Trust a proper income and expenditure account for the period since the last preceding account made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Governors and the Auditors and copies of such account, balance sheet and reports (all

of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other 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 open to inspection and be read before the meeting as required by the Act.

AUDIT

31. Once at least in every accounting period of the Trust the accounts of the Trust 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.
32. Auditors shall be appointed in accordance with the Act and their duties regulated in accordance with the Act, the Governors being treated as the Directors for the purposes of the Act.

NOTICES

33. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
34. A notice may be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
35. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.
36. 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.
37. A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
38. To the extent permitted by law, every Governor or other officer of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
39. The Governors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and annual report and its transmission to the Charity Commission.

DISSOLUTION

- | 40. Clause 8-9 of the Memorandum relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in the Articles.