THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE

Spare Tyre Theatre Company Limited

Company No: 01301049

Special Resolution:
On Alteration of the
Memorandum and Articles of Association

At an Extraordinary General Meeting of the above named Company duly convened and held at

INTERCHANGE STUDIOS, 213 HAVERSTOCK HILL, LONDON NW3 4QP

on 28th JULY 2009, the following Special Resolution was duly passed:

THAT the present Memorandum & Articles of Association be replaced in their entirety by the attached Memorandum & Articles of Association.

Signed: _____

(Chairman, Director, Secretary or Officer of the Company)

Dated: 28th July 2009.

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COMPANIES HOUSE

THE COMPANIES ACTS 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

Spare Tyre Theatre Company Limited
Incorporated 3rd March 1977

Company Number: 01301049

Name changed by Special Resolution 31 March 1989

Memorandum & Articles of Association amended by Special Resolution 28th July 2009

The Independent Theatre Council
Unit 12, The Leathermarket
Weston Street
London, SE1 3ER

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

SPARE TYRE THEATRE COMPANY LIMITED

1. The name of the Company (hereinafter called "the Company") is Spare Tyre Theatre Company Limited.

2. The registered office of the Company shall be situated in England and Wales.

3. The objects for which the Company is established are:

   1) to promote maintain improve and advance education by the production of educational plays and the encouragement of the Arts, including the Arts of drama, dance, mime, singing and music and
   2) in the interests of social welfare to provide recreational facilities through the medium of such arts for people who have need of such facilities by reason of their youth, age or economic circumstances.

4. And the Company shall have the following powers exercisable in furtherance of its said objects but not further or otherwise namely:

   1) to present, promote, organise, provide, manage and produce dramas, dance, operas, films, broadcasts, concerts, musical pieces, entertainments, exhibitions, tutorials, seminars, courses and workshops, whether on any premises of the Company or elsewhere.

   2) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects.

   3). to open and maintain a bank account or bank accounts in the name of the Company.

   4) to employ staff and/or agents, and to make provisions for the proper remuneration of any such person including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependents.

   5) to purchase, acquire and obtain interests in the copyrights of or the right to show any opera, play, mime, comedy, drama, dance, film, stage piece or musical composition.

   6) to enter into agreement with authors, actors, dancers, singers, composers, musicians, producers, script writers and other creative contributors.

   7) subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary for the work of the Company.

8) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary for the promotion of its objects.

9) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary for its objects.

10) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit PROVIDED ALWAYS that the Company shall undertake no substantial permanent trading activities in raising funds to achieve its charitable objects.

11) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

12) to establish and support or aid in the establishment and support of any charitable Companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

13) to provide indemnity insurance to cover the liability of the directors 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 company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

14) to do all such other lawful things as shall further any or all of the above objects.

PROVIDED THAT:

a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

b) The objects of the Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.

c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

5.

1) The income and property of the Company shall be applied solely towards the promotion of the objects.

2)

a) A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.

b) Subject to the restrictions in sub-clause 4, a Director may benefit from trustee indemnity insurance cover purchased at the Company's expense.

c) A Director may receive an indemnity from the Company in the circumstances specified in Article 69.

3) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any members of the Company. This does not prevent a member who is not also a Director receiving:

a) a benefit from the Company in the capacity of a beneficiary of the charity;

b) reasonable and proper remuneration for any goods or services supplied to the Company.

4) No Director may:

a) buy goods and services from the Company;

b) sell goods, services, or an interest in land to the Company;

c) be employed by, or receive any remuneration from the Company;

d) receive any other financial benefit from the Company;

e) unless

(i) the payment is permitted by sub-clause 5) of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the Company; or

(ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

5)

a)

(i) A Director may receive a benefit from the Company in the capacity of a beneficiary of the charity.

(ii) A Director may enter into a contract for the supply of goods or services to the Company where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.

(iii) A Director may receive interest on money lent to the Company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.

(iv) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares in the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issues capital of that company.

(v) A Director may receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(vi) The Directors may arrange for the purchase, out of the funds of the Company, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.

b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner;

(ii) an employee;

(iii) a consultant;

(iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

6) in sub-clauses 2) -5) of this clause 5:

a) "Company" shall include any company in which the Company:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the Board of the company;

b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.

7) If a conflict of interests arises for a Director 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 the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

a) the conflicted Director 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 Director does not vote on any such matter and is not counted when considering whether a quorum of Directors is present at the meeting;

c) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying.

6. No additions, alterations, or amendments shall be made to clause 3 (Objects) or clause 9 (Dissolution) of this Memorandum of Association, or to any other provision in the Memorandum or the Articles of Association which would provide authorisation for any benefit to be obtained by directors or members of the company or persons connected with them, unless the same shall have been previously submitted to and approved by the Charity Commission for England and Wales. No additions, alterations, or amendments shall be made to either the Memorandum or the Articles of Association for the time being in force, unless the same shall have been either submitted to a General Meeting and passed by Special Resolution, or else adopted by a Written Resolution of the members.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she 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 one pound.

9. If upon winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company, and 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 Company under or by virtue of Clause 5 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Charity Commissioners for England and Wales.

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.	Witness to Signatures.
JUDITH COOK, DR. 35, Shirlock Road, London. NW3 2HR Lecturer in Community Medicine.	G.T.GREEN 35, Shirlock Road, NW3 Theatreworkers
JOHN BURROWS 67, Lissenden Mansions, London. NW5 Playwright.	
PATRICIA DIGGORY 10, Campden Hill Square, London. W8 Social Worker.	P.DIGGORY 146, Harly Street, W1 Gynecologist.
BILL MORONEY 515, Liverpool Road, London. N7 Teacher.	S.MORONEY
IAN MINTY 75a Venn Street, London. SW4 Community Worker.	S.HAYWARD 93, York Road Hartlepool TS26 8AD
ANNA WING Flat G 92, Great Titchfield Street, London. W1 Actress.	MARGARET S.R.WHITE London Guide Tour Manager
LESLIE LYNDON 47, Broughton Avenue, N3 Chartered Accountant.	JOHN HARBER 231, Beehive Lane, Redbridge Accountant.

DATED this day of ,19 .

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

SPARE TYRE THEATRE COMPANY LIMITED

1. GENERAL

In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning 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 2006.
The Company	The above-named Company.
The Board of Directors	The Council of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And the 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.

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

2. The number of members with which the Company proposes to be registered is 10 but the Board of Directors may from time to time register an increase in members.

3. The Board of Directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.

4. The provisions of sections 113, 121 and 128 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. The Company is established for the purposes expressed in the Memorandum of Association.

6. The subscribers to the Memorandum of Association and such other persons as the Company shall admit to membership in accordance with such regulations as the Board of Directors shall make from time to time shall be members of the Company.

GENERAL MEETINGS

7. The Company may hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Company and shall specify the meeting as such in the notices calling it.

8. All Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Board of Directors may whenever they think fit convene a General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by sections 303, 304 and 305 of the Act.

10. Fourteen days' notice in writing at the least of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any 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 income and expenditure account and balance sheet, and the reports of the Board of Directors and of the Auditors, the election of members of the Board of Directors in the place of those retiring, and the appointment of, 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 1/3 or 3 (whichever is the greater number) of the members shall be a quorum.

14. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the members in which all participants may communicate simultaneously with all other participants.

15. 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 Board of Directors may determine, 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.

16. The Chair (if any) of the Board of Directors shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting he or 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 of Directors, or if no such member be present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

17. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members having the right to vote at the meeting or 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 unless a poll be so demanded a declaration by the Chair of the meeting that resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

21. 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 a poll has been demanded.

22. The appointment of a proxy shall be in such form as is usual or which the Directors may approve.

23. Unless the appointment of a proxy indicates otherwise, it must be treated as:

    1) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

    2) appointing that person as a proxy in relation to any adjournment of the members' general meeting to which it relates as well as the meeting itself.

24. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Directors may:

    1) in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

    2) in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:

        (i) in the notice convening the meeting, or

        (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or

        (iii) in any invitation to appoint a proxy issued by the Company in relation to the meeting which is sent by electronic means,

    be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

    3) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

    4) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Director;

    and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

25. An appointment of a proxy may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment of a proxy by that member.

DECISIONS WITHOUT A MEETING: WRITTEN MEMBERS' RESOLUTIONS

26. Subject to Article 27, a written resolution of the members of the Company passed in accordance with these Articles 26 to 31 shall have effect as if passed by the Company in a members' general meeting.

    1) A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

    2) A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.

    3) In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.

27. A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

28. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts.

29. A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.

    1) If the document is sent to the Company in hard copy form, it is authenticated if it bears the member's signature.

    2) If the document is sent to the Company by electronic means, it is authenticated if it bears the member's signature.

30. A written resolution is passed when the required majority of eligible members have signified their agreement to it.

31. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

VOTES OF MEMBERS

32. Subject as hereinafter provided, every member shall have one vote.

33. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his or her membership, shall be entitled to vote on any question at any General Meeting.

BOARD OF DIRECTORS

34. The number of the members of the Board of Directors shall never be less than 3 and, until otherwise determined by a General Meeting, shall not be more than 12.

35. The Board of Directors may from time to time and at any time appoint any member of the Company as a member of the Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting or election ballot, but he or she shall then be eligible for re-election.

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

POWERS OF THE BOARD OF DIRECTORS

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

38. The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Company, filling up vacancies on their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

39. The Secretary may be appointed by the Board of Directors 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 270 and 274 of the Act shall apply and be observed.

THE SEAL

40. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one member of the Board of Directors and of the Secretary, and the said member 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 Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

41. The office of a member of the Board of Directors shall be vacated:

1) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors.

2) If he or she becomes of unsound mind.

3) If he or she ceases to be a member of the Company.

4) If by notice in writing to the Company he or she resigns his or her office.

5) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.

6) If he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act.

7) If he or she fails without reasonable excuse to attend three consecutive meetings of the Board of Directors.

8) If he or she ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

42. One-third of the members of the Board of Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office either –
   1) at the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year or;
   2) if no Annual General Meeting is held at the meeting of the Directors at which the accounts of the Company are adopted.

43. The members of the Board of Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected among them by lot. The length of time a

member has been in office shall be computed from his or her last election or appointment. A retiring member of the Board of Directors shall be eligible for re election..

44. The company may, at the meeting at which a member of the Board of Directors retires in manner aforesaid, fill up the vacated office by electing a person thereto and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected unless it is expressly resolved at a Members meeting not to fill such vacated office, or unless a resolution for the re-election of such a member shall have been put to the meeting or a ballot and lost.

45. No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person to be proposed and of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

46. The Company may from to time in General Meeting or by written resolution increase the number of members of the Board of Directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of section 168 of the Act, the Company may by Extraordinary Resolution remove any member of the Board of Directors before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

PROCEEDINGS OF THE BOARD OF DIRECTORS

48. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit provided that they meet at least 4 times a year, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board of Directors shall never be less than 1/3 or 3 (whichever is the greater number) of the members of the Board of Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

49. A member of the Board of Directors may, and on the request of a member of the Board of Directors the Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors. A member of the Board of Directors who is absent from the United Kingdom shall not be entitled to notice of a meeting.

50. The Board of Directors shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Board of Directors at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the

members of the Board of Directors present shall choose one of their number to be Chair of the meeting.

51. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the regulations of the Company for the time being vested in the Board of Directors generally.

52. The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. 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 Board of Directors so far as applicable and so far as the same shall not be superseded by regulations made by the Board of Directors. Any such committees shall report to the Board of Directors on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Board of Directors.

53. All acts bona fide done by any meeting of the Board of Directors or by any committee of the Board of Directors, or by any person acting as a member of the Board of Directors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance of 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 member of the Board of Directors.

54. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of committees of the Board of Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

55. A resolution in writing signed or approved by letter, fax or email or other electronic means by all members for the time being of the Board of Directors or of any committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board of Directors or such committee (as the case may be).

56. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants.

ACCOUNTS

57. The Board of Directors shall cause proper books of account to be kept in accordance with the provisions of Part VII of the Companies Act 1985 with respect to:

    1) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

    2) all sales and purchases of goods by the Company; and

3) the assets and liabilities of the Company

58. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

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

60. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and/or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board of Directors, and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting.

61. The Directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.

62. Subject to paragraph 63, the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours.

63. The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.

NOTICES

64. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members or, subject to the provisions of clause 67 below, by electronic means.

65. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her 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 by post from the Company.

66. 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.

67. Subject to the provisions of the Companies Acts and these Articles:

1) a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form or in electronic form;
2) a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement.
3) Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Company's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member.
4) Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
5) Where any document or information has been sent or supplied by the Company by electronic means and the Company receives notice that the message is undeliverable:
   a) if the document or information has been sent to a member and is notice of a members' general meeting of the Company or a copy of the annual report and accounts of the Company, the Company is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so; and
   b) in all other cases, the Company will send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
6) The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

DISSOLUTION

68. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

69. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board of Directors may otherwise be entitled, every member of the Board of Directors or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application on which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Names, Addresses and Descriptions of Subscribers.	Witness to Signatures.
JUDITH COOK, DR. 35, Shirlock Road, London. NW3 2HR Lecturer in Community Medicine.	G.T.GREEN 35, Shirlock Road, NW3 Theatreworkers
JOHN BURROWS 67, Lissenden Mansions, London. NW5 Playwright.	
PATRICIA DIGGORY 10, Campden Hill Square, London. W8 Social Worker.	P.DIGGORY 146, Harley Street, W1 Gynecologist
BILL MORONEY 515, Liverpool Road, London. N7 Teacher.	S.MORONEY
IAN MINTY 75a Venn Street, London. SW4 Community Worker.	S.HAYWARD 93, York Road Hartlepool TS26 8AD
ANNA WING Flat G 92, Great Titchfield Street, London. W1 Actress.	MARGARET S.R.WHITE London Guide Tour Manager
LESLIE LYNDON 47, Broughton Avenue, N3 Chartered Accountant.	JOHN HARBER 231, Beehive Lane, Redbridge Accountant.

DATED this day of ,19 .