

BRW

Company No.: 01360961

Charity No.: 275745

THE COMPANIES ACTS 1985, 1989 AND 2006

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

THE DOROTHY HOUSE FOUNDATION LIMITED
(the "Company")

WRITTEN SPECIAL RESOLUTIONS OF THE COMPANY

CIRCULATED ON: 18th May 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1 and 2 below are passed as special resolutions (**together Special Resolutions**).

SPECIAL RESOLUTIONS

Subject to Charity Commission consent provided under s.64 Charities Act 1993 as amended, and as required under clause 4 of the Company's Memorandum, dated the 26th April 2010:

- (1) That the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association
- (2) That the attached Articles of Association be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the above resolutions on 18th May 2010, hereby irrevocably agrees to the Special Resolutions:



Signed by BRIAN ROBERTS-WRAY..... *Brian Roberts-Wray*.....

Date 26 May 2010

NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Peter Lennard, Dorothy House, Winsley, BA15 2LE.
- **Post:** returning the signed copy by post to Peter Lennard, Dorothy House, Winsley, BA15 2LE.

If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless, by 14th June 2010, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

THE DOROTHY HOUSE FOUNDATION LIMITED

*Incorporated on 3rd April 1978
As amended by special resolution on the 26th September 1995, 5th October 1999, 22nd
January 2008 and [•] 2010*

Company No. 01360961
Charity No 275745

Stone King Sewell |

BATH * LONDON * CIRENCESTER * CAMBRIDGE
www.skslaw.co.uk

THE COMPANIES ACT 2006

A17

03/06/2010
COMPANIES HOUSE

349

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

ARTICLES OF ASSOCIATION

OF

THE DOROTHY HOUSE FOUNDATION LIMITED

1. The name of the Company (hereinafter called "the Association") is "THE DOROTHY HOUSE FOUNDATION LIMITED"
2. The registered office of the Association will be situate in England
3. The objects for which the Association is established are -

To promote the relief of sickness by such charitable means as the Association shall from time to time think fit, and in furtherance of the above object but not otherwise -

(A) To establish, maintain and conduct hospitals, residential nursing homes and clinics in England or Wales for the reception and care of persons of either sex who are suffering from any illness, disability, disease or other infirmity whether physical or mental and by providing medical or other treatment and attention for any such persons as aforesaid either in their own homes or at any institution of the Association and so that any such institution of the Association may be restricted to patients of one sex only

(B) To promote or assist in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services

(C) To conduct or promote research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illnesses and to disseminate the results thereof to the public

(D) To provide or assist with the provision of spiritual help and guidance for persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid

(E) To purchase, take on lease or in exchange, hire, accept as a gift, or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections temporary or permanent necessary

for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association.

(F) To establish and conduct on a permanent or a temporary basis clinics, outpatients' departments, surgeries, dispensaries and convalescent homes

(G) To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Association may think fit for the promotion of its objects

(H) To make such regulations as to the admission of persons to any hospital, home, clinic or out-patients' department established by or conducted under the direction of the Association as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the Association may think fit

(I) To provide or arrange for such medical or other attention as the Association may think fit for patients in any such Hospital, home, clinic or out-patients' department as aforesaid or for patients in their own homes

(J) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any such Hospital, home, clinic or out-patients' department as aforesaid or any persons being treated or attending in their own homes as the Association may think fit

(K) To provide or arrange for a building or premises to be used by the Association as a church or chapel available for Christian worship

(L) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments

(M) To arrange lectures and conduct training courses and to publish pamphlets books, journals and other publications relating to the work of the Association.

(N) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association

(O) To grant pensions and retirement benefits to or for employees or former employees and to the widows children and other dependants of deceased employees (who are in

necessitous circumstances) and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees their widows children and other dependants

(P) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects

(Q) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and which will further the objects of the Association

(R) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit

(S) (i) To set aside funds for special purposes or as reserves against future expenditure

(ii) To deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the need for diversification) provided that the Association shall have power to retain any investments donated to it

(iii) To delegate the management of investments to a Financial Expert, but only on terms that -

(a) the investment policy is set down in writing for the Financial Expert by the members of the Board of Trustees,

(b) every transaction is reported promptly to the members of the Board of Trustees,

(c) the performance of the investments is reviewed regularly with the members of the Board of Trustees,

(d) the members of the Board of Trustees are entitled to cancel the delegation arrangement at any time,

(e) the investment policy and the delegation arrangement are reviewed at least once a year,

(f) 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 members of the Board of Trustees on receipt, and

(g) the Financial Expert must not do anything outside the powers of the members of the Board of Trustees

(iv) To arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the members of the Board of Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required

(T) To establish and support or aid in establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Association

(U) To administer or act as almoner of any funds specially contributed by way of donation, subscription, grant or legacy for the purpose of instituting, improving or extending facilities of the establishment or establishments operated by the Association or of facilitating the attendance of sick persons thereat

(V) To insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required.

(W) To insure the members of the Board of Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity members of the Board of Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

(X) To do all such other things as are necessary for the attainment of the objects of the Association or any of them

Provided that -

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

(ii) The Association's objects shall not extend to the regulations of workers and employers or organisations of workers and organisations of employers

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Commission, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees or Governing Body have been if no incorporation had been effected, and the

incorporation of the Association shall not diminish or impair any control or, authority exercisable by the Commission over such Board of Trustees or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4

(A) The property and funds of the Association must be used only for promoting the objects and do not belong to the members of the Association but provided (in the case of members of the Board of Trustees) that Article 4(D) is complied with -

(i) members who are not members of the Board of Trustees may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied, and

(ii) members (including members of the Board of Trustees and Connected Persons) may be paid interest at a reasonable rate on money lent to the Association,

(iii) members (including members of the Board of Trustees and Connected Persons) may be paid a reasonable rent or hiring fee for property let or hired to the Association,

(iv) individual members (including members of the Board of Trustees and Connected Persons) but who are beneficiaries may receive charitable benefits in that capacity

(B) A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except -

(i) as mentioned in Articles 3(W), 4(A)(ii) or 4(A)(iii) or 4(C)

(ii) as reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Association,

(iii) as an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings),

(iv) as payment to any company in which members of the Board of Trustees or a Connected Person have no more than a 1 per cent shareholding, or

(v) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance and subject where required by the Act, to the approval or affirmation of the members)

(C) No member of the Board of Trustees or Connected Person may be employed by the Association except in accordance with Article 4 (B) (v), but any Trustee or Connected

Person may enter into a written contract with the Association (stating the maximum to be paid) to supply services (and goods in connection therewith) in return for a payment or other material benefit but only if -

- (i) the services (and goods) are actually required by the Association, and the members of the Board of Trustees decide that it is in the best interests of the Association to enter into such a contract,
- (ii) 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 4(D), and
- (iii) no more than a minority of the members of the Board of Trustees are subject to such a contract at any time

(D) Subject to Article 4(E) any member of the Board of Trustees who becomes a Conflicted Trustee in relation to any matter must -

- (i) declare the nature and extent of his or her interest at or before discussion begins on the matter,
- (ii) withdraw from the meeting for that item after providing any information requested by the members of the Board of Trustees,
- (iii) not be counted in the quorum for that part of the meeting, and
- (iv) be absent during the vote and have no vote on the matter

(E) When any member of the Board of Trustees is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Association to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee -

- (i) except in circumstances which involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit, to continue to participate in discussions leading to the making of a decision, but to be absent during the vote and have no vote on the matter, or
- (ii) to disclose information confidential to the Association to a third party, or
- (iii) to take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit, or to refrain from taking any step required to remove the conflict

(F) A Conflicted Trustee who obtains (other than through his position as a member of the Board of Trustees) information that is confidential to a third party, shall not be in breach of his or her duties to the Association if he or she declares the conflict in accordance with Article 4(D) and then withholds such confidential information from the Association

(G) For any transaction or arrangement authorised under Articles 3(W), 4(A)(ii) to 4(A)iv, 4(B) and 4(C), the member of the Board of Trustees' duty under the Act to avoid a conflict of interest with the Association shall be disapplied provided the relevant provisions of Article 4(D) have been followed.

(H) This Article may not be amended without the prior written consent of the Commission

MEMBERSHIP

5 The number of members with which the Association proposes to be registered is fifteen

6 The Association must maintain a register of members

7 The members of the Association shall be the members of the Board of Trustees

8 Every member recognises the fact that Dorothy House was founded in accordance with the tenets of the Christian faith. Every member is required to accept that Dorothy House will continue, at all times, to operate in conformity with the Christian principles of care that led to its foundation

9 At least one member will be a minister of the Christian religion

10 Membership is terminated if the member concerned -

(A) gives written notice of resignation to the Association,

(B) dies,

(C) is 6 months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due),

(D) is removed from membership by resolution of the Board of Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Association (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice), or

(E) ceases to be a member of the Board of Trustees

11 Membership of the Association is not transferable

12 Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

LIMITED LIABILITY

13 The liability of the members is limited

GUARANTEE

14 Every member of the Association undertakes to contribute to the assets of the Association, 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 Association 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.

GENERAL MEETINGS

15 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

16 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

17. The Board of Trustees may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings must be called on a request from the requisite number of members in accordance with the Act

18 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other 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, notifying members of their right to appoint a proxy, 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 presents or under the Act entitled to receive such notices from the Association 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

19 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 proceeding had, at any meeting,

PROCEEDINGS AT GENERAL MEETINGS

20. 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 Trustees and of the Auditors, the election of members of the Board of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors

21. 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 five members personally present shall be a quorum

22. 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 Trustees 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

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

24 The Chairman, 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

25 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 Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing 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 Chairman of the meeting that a resolution has been carried unanimously or 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 Association 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

26, Subject to the provisions of Article 27, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman 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

27. No poll shall be demanded on the election of Chairman of a meeting or on any question of adjournment

28 In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote

29 The demand of 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

VOTES OF MEMBERS

30 Subject as hereinafter provided, every member shall have one vote

31 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 Association in respect of his membership shall be entitled to vote on any question either personally or by proxy or as a proxy for another member, at any General Meeting

32 Votes may be given on a show of hands or a poll either personally or by proxy

33 Any corporate or unincorporated organisation that is a member of the Association may nominate any person to act as its duly authorised representative at any meeting of the Association, provided that -

(A) the organisation must give written notice to the Association of the name of its representative The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Association The nominee may continue to represent the organisation until written notice to the contrary is received by the Association;

(B) any notice given to the Association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the nominee has been properly appointed by the organisation,

(C) the duly authorised representative of an unincorporated organisation shall be entered in the register of members as the member, with the name of the unincorporated organisation which they represent noted next to them

34 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal, if any, and if none then under the hand of some officer duly authorised in that behalf

35 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

36 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

37 Any instrument appointing a proxy shall be in the following form as near thereto as circumstances will admit -

"THE DOROTHY HOUSE FOUNDATION LIMITED"

"I,

"of

"a member of the above-named Association hereby

"appoint

"of

"and failing him

" of

"to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Association to be held on the day of and at every adjournment thereof

"As witness my hand this

day of

"

38 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

BOARD OF TRUSTEES

39 Until otherwise determined by a General Meeting the number of the members of the Board of Trustees shall not be less than five or more than fifteen

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

41 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board of Trustees

42 A member of the Board of Trustees must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared, and a member of the Board of Trustees must comply with the requirements of Article 4 (D).

POWERS OF THE BOARD OF TRUSTEES

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

44 The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body, provided always that in case the members of the Board of Trustees shall at any time be or 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 of Trustees for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

SECRETARY

45. The Board of Trustees shall appoint a Secretary (who may or may not also be a member of the Association or of the Board of Trustees) for such time at such remuneration (subject to the provisions of Article 4) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The Board of Trustees may from time to time by resolution appoint (in like manner and subject as aforesaid) an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF TRUSTEES

46. The office of a member of the Board of Trustees shall be vacated if -

(A) he ceases to be a director of the Association by virtue of any provision in the Act or is prohibited by law from being a director or a charity trustee,

(B) he is incapable, whether mentally or physically, of managing his or her own affairs,

(C) he ceases to be a member of the Association;

(D) by notice in writing to the Association he resigns his office,

(E) he is removed by resolution passed by the members present and voting at a general meeting after the meeting has invited the views of the member of the Board of Trustees concerned and considered the matter in the light of any such views.

ROTATION OF MEMBERS OF THE BOARD OF TRUSTEES

47. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the members of the Board of Trustees 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.

48. The members of the Board of Trustees to retire at each AGM shall be those longest in office (since their last election or appointment) and in the absence of agreement the choice between any of equal service being made by drawing lots.

49. A retiring member of the Board of Trustees shall be eligible for re-election for consecutive periods not exceeding in aggregate 9 years from the date of his or her original appointment but thereafter a member of the Board of Trustees shall not be eligible for re-appointment until one year after his or her retirement. In this Article a 'year' means the period between one AGM and the next.

50 The Association may at the meeting at which a member of the Board of Trustees 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 at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost

51 No person not being a member of the Board of Trustees retiring at the meeting shall, unless recommended by the Board of Trustees for election be eligible for election to membership of the Board of Trustees 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 intention to propose such person for election and also notice in writing signed by the person to be proposed of his 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

52 The Association may from time to time in General Meeting increase or reduce the number of members of the Board of Trustees and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase

53. Where a member of the Board of Trustees is removed by the Association under Article 46 (E), the Association may by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

PROCEEDINGS OF THE BOARD OF TRUSTEES

54 Subject as hereinafter provided the Board of Trustees may meet together for the despatch 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 Unless otherwise determined every meeting of the Board of Trustees shall be held at the office or at such other place in the United Kingdom as the Chairman (if any) for the time being of the Board of Trustees or (if there is no such Chairman) the Secretary shall direct

55 A meeting of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all the other participants

56. On the request of a member of the Board of Trustees the Secretary shall at any time summon a meeting of the Board of Trustees by notice (stating the time and place of such meeting) served upon the several members of the Board of Trustees. A member of the Board of Trustees who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Board of Trustees entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat

57. The Board of Trustees shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board of Trustees at which he shall be present, and may determine for what period he 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 the meeting and willing to preside the members of the Board of Trustees present shall choose one of their number to be Chairman of the meeting

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

59. The Board of Trustees may delegate any of their powers to committees consisting of such member or members of the Board of Trustees 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 Trustees. 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 of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees

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

61. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Association and of the Board of Trustees and of committees of the Board of Trustees 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

62. A resolution in writing signed by all the members for the time being of the Board of Trustees or of any committee of the Board of Trustees who are entitled to receive notice

of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted

63 A meeting of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all the other participants simultaneously

HONORARY OFFICERS

64 The Board of Trustees may from time to time appoint such Patrons and Vice-Patrons and such Presidents and Vice-Presidents and other honorary officers as the Board of Trustees may think fit of the Association or of any charitable institution purpose or appeal from time to time conducted or undertaken by the Association and any person maybe so appointed whether or not he is also a member of the Association or of the Board of Trustees No remuneration (except by way of repayment of out-of-pocket expenses if any) shall be paid to any person so appointed in respect of any such honorary office Save as aforesaid every such appointment shall be for such period and on such terms as the Board of Trustees shall think fit

TREASURER

65. The Board of Trustees shall from time to time appoint one of its members to be the Treasurer of the Association The Treasurer shall undertake such functions in respect of the Association as the Board of Trustees shall from time to time appoint No remuneration (except byway of repayment of out-of-pocket expenses if any) shall be paid to the Treasurer in respect of his office Any person appointed to be the Treasurer shall automatically vacate such office on his ceasing to be a member of the Board of Trustees unless he is thereupon immediately re-elected or deemed to be re-elected a member of the Board of Trustees Save as aforesaid every such appointment shall be for such period and on such terms as the Board of Trustees shall think fit

ACCOUNTS

66 The Board of Trustees shall comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of

(A) annual reports,

(B) annual returns, and

(C) annual statements of account

67 The accounting records shall be kept at the office or subject to the Act and any other relevant legislation at such other place or places as the Board of Trustees think fit and shall always be open to the inspection of the members of the Board of Trustees

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

69 At the Annual General Meeting in every year the Board of Trustees shall lay before the Association a proper 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 Association) made up to a date not more than six 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 Board of Trustees 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 subject the Act 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

AUDIT

70 Once at least in every year the accounting records of the Association 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

71 Auditors shall be appointed and their duties regulated in accordance with the Act and any other relevant legislation

NOTICES

72. A notice may be served by the Association 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

73 Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association 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 Association

74 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

EXCLUSION OF MODEL ARTICLES

75 The model Articles if any for a company limited by guarantee are hereby expressly excluded

DISSOLUTION

76 If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Association 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

GENERAL

77 In these presents 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 -

(A) WORDS

MEANINGS

Act	The Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Charity
these presents	These Articles of Association, and the regulations of the Association from time to time in force
Association	The above named Association
Board of Trustees	The Board of Trustees for the time being of the Association

Charities Act	The Charities Acts 1992 to 2006, including any statutory modifications or re-enactment thereof for the time being in force, and any provisions of the Charities Act 2006 for the time being in force
Commission	The Charity Commission for England and Wales or any body which replaces it
Conflicted Trustee	A member of the board of Trustees in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person stands to receive a benefit from the Association, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Association
Connected Person	In relation to a member of the board of Trustees, a person connected with a director within the meaning of the Act or a person connected with a Charity Trustee or a trustee for a charity within the meaning of the Charities Act 2006
Financial Expert	An individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000.
Office	The registered office of the Association
Ordinary Resolution	Means a resolution of the members passed by a simple majority
Secretary	The person appointed according to Article 45.
Special Resolution	Means a resolution of the members passed by a majority of not less than seventy five percent
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

(B) And words importing the singular number only shall include the plural number and vice versa

(C) Words importing the masculine gender only shall include the feminine gender, and

(D) Words importing persons shall include corporations

(E) 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 Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents

(F) No addition, alteration or amendment shall be made to or in the provisions of these presents which would cause the Association to cease to be a charity at law