
COPY SPECIAL RESOLUTIONS

CASTLE HOUSE SCHOOL TRUST LIMITED


THE COMPANIES ACT 1985

Registered Number: 1515144

COPY resolutions of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at Castle House School, Chetwynd End, Newport, Shropshire on 28TH JUNE 2001

SPECIAL RESOLUTIONS

1. THAT the memorandum of association be altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of the present objects clause the new objects clause submitted to this meeting and approved without amendment.
2. THAT the present articles of association be abrogated and thereupon replaced by adopting new articles submitted to this meeting and approved without amendment.


.....
(Company Secretary) CHAIRMAN

Dated 02 day of JULY 2001



M. P. Hughes
Director / Governor

THE COMPANIES ACTS 1948 to 1976

AND

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

CASTLE HOUSE SCHOOL TRUST LIMITED

1. The name of the Company (hereinafter called 'the Trust') is "CASTLE HOUSE SCHOOL TRUST LIMITED".

2. The registered office of the Trust will be situate in England.

3. The object for which the Trust is established is to promote and provide for the advancement of education of children in the United Kingdom and elsewhere.

In furtherance of the above objects but not further or otherwise the Trust shall have the following powers:-

3.1 To acquire carry on conduct and develop the school undertaking previously carried on by Miss Zellah Pitchford and known as Castle House School Newport Shropshire and to acquire any premises for the purpose of carrying on such undertaking.

3.2 To acquire carry on conduct and develop any other school or schools for the education of children of either sex or both sexes and whether as day schools or boarding schools or as both day and boarding schools.

3.3 To provide all appropriate books and equipment and other accommodation for teachers and students at any school owned by the Trust.

3.4 To offer scholarships, exhibitions, prizes and rewards and to make grants and allowances to students or prospective students at any school owned by the Trust or any past student of any school owned by the Trust for the purpose of proceeding to any university or other educational establishment.

3.5 To print, publish, produce or assist with any newspapers, magazines, periodicals, books, leaflets, videos, cassettes, computer programmes, lectures or other materials or events for the promotion of the objects of the Trust.

3.6 To make grants and allowances to any person engaged in the teaching profession for the purpose of training at any university or other educational establishment or attending any other training course whatsoever.

3.7 To provide playing fields, games courts, recreation grounds and buildings, swimming baths and other accommodation in connection with sports, games and pastimes of all kinds at any school owned by the Trust.

3.8 To provide facilities for recreation and other leisure time occupation for children in the interests of their social welfare within the meaning of the Recreational Charities Act 1958 and as therein limited.

3.9 Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Trust in such manner and on such security as the Trust may think fit.

3.10 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Trust to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Trust may think fit and provided also that the Trust shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

3.11 To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other Trust.

3.12 To invest the moneys of the Trust not immediately required for the furtherance of its objects 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.

3.13 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Trust may think necessary for the promotion of its objects.

3.14 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 Trust with a view to the furtherance of its objects.

3.15 Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Trust.

3.16 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

3.17 To provide indemnity insurance to cover the liability of The Governing Body (or any of them) which by virtue of any rule of law would otherwise attach to them

in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which The Governing Body (or any of them) knew to be a breach of trust or breach of duty or which was committed by The Governing Body (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not and provided always that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Members of the Governing Body

3.18 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Trust and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Trust of any such charitable organisation, institution, society or body.

3.19 To establish and support or aid the establishment and support of any charitable trusts, 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 Trust.

3.20 To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Trust is authorised to amalgamate.

3.21 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Trust.

3.22 To act as Trustees for any charitable trusts established for the objects or any special purposes within the objects of the Trust

3.23 To insure the property of the Trust against any foreseeable risks and take out other insurance policies to protect the Trust when required

3.24 To maintain reserves or to set aside funds for special purposes against future expenditure of planned expenditure

3.25 To undertake and promote research concerning or having relevance to the objects and functions of the Trust

3.26 To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

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

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

(c) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust 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 Governing Body of the Trust 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 such Governing Body would have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust, and no member of its Governing Body shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment in good faith by the Trust:-

4.1 of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Governing Body) for any services rendered to the Trust;

4.2 of interest on money lent by any member of the Trust or of its Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by The Governing Body;

4.3 of reasonable and proper rent for premises demised or let by any member of the Trust or of its Governing Body;

4.4 of fees, remuneration or other benefit in money or money's worth to any Trust of which a member of The Governing Body may also be a member holding not more than 1/100th part of the capital of that Trust; and

4.5 to any member of its Governing Body of reasonable out-of-pocket expenses; and

4.6 of any premium in respect of any such indemnity insurance as is permitted by Clause 3.17 of the Memorandum of Association of the Trust.

5. The liability of the members is limited.

6. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £1) to the Trust's assets if it should be wound up while he is a

member, or within one year after he ceases to be a member, for payment of the Trust's debts and liabilities 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.

7. If upon the winding-up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, 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 Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Worshipful Company of Haberdashers at or before the time of dissolution and if and so far as effect cannot be given to such provision then to such other charitable object as the Worshipful Company of Haberdashers may decide.

THE COMPANIES ACTS 1985 to 1989

TRUST LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CASTLE HOUSE SCHOOL TRUST LIMITED

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"The Governing Body" means the members appointed to be members of "The Governing Body of the Trust.

"the seal" means the common seal of the Trust.

"secretary" means any person appointed to perform the duties of the secretary of the Trust.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

OBJECTS

2. The Trust is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association is in accordance with such bylaws or rules as the Trust shall make from time to time.

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

4. Unless The Governing Body or the Trust in General Meeting shall make other provision pursuant to the powers contained in Article 60, The Governing Body may in their absolute discretion permit any member of the Trust to retire, provided (regardless of any other provision pursuant to Article 60) that after such retirement the number of members is not less than twelve

GENERAL MEETINGS

5. The Trust shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as The Governing Body shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Governing Body may, whenever they think fit, convene an Extraordinary 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 Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of The Governing Body capable of acting to form a quorum, any member of The Governing Body or any two members of the Trust may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by The Governing Body.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Trust other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the Articles of the Trust, entitled to receive such notices from the Trust:

Provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing

not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, six members present in person which shall be a quorum. If a quorum is present at the commencement of a meeting it shall be considered quorate until its conclusion even if a quorum ceases to be present at any time after the commencement of the meeting. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as The Governing Body may determine. No business may be transacted at an inquorate meeting.

10. The chairman, if any, of The Governing Body shall preside as chairman at every General Meeting of the Trust, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of The Governing Body present shall elect one of their number to be chairman of the meeting.

11. If at any meeting no member of The Governing Body is willing to act as chairman or if no member of The Governing Body is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

12. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. 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 on the declaration of the result of the show of hands) demanded:-

- (a) by the chairman; or
- (b) by at least five members present in person
- (c) by a member or members representing at least 1/10th of the total voting right of all members having the right to vote at the meeting

The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the request of a show of hands declared before the demand for the poll was made

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

16. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

17. Every member shall have one vote.

18. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court.

19. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Trust have been paid.

20. Any member of the Trust entitled to attend and vote at a General Meeting shall not be entitled to appoint another person as his proxy to attend and vote instead of him.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

21. Any corporation which is a member of the Trust may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust.

GOVERNING BODY

22. (a) The maximum number of the members of The Governing Body shall be twelve and the minimum number of members of The Governing Body shall be three.

(b) No person who is a headmaster or assistant master of a school owned by the Trust and no person who is otherwise in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for appointment to or to act as a member of The Governing Body.

23. The members of The Governing Body shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of The Governing Body or any committee of The Governing Body or General Meetings of the Trust or in connection with the business of the Trust.

BORROWING POWERS

24. The Governing Body may in furtherance of the objects of the Trust but not otherwise exercise all the powers of the Trust to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any charitable organisation or body subject to such consents as may be required by law.

POWERS AND DUTIES OF THE GOVERNING BODY

25. (a) The business of the Trust shall be managed by The Governing Body, who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not, by the Act or by these Articles, required to be exercised by the Trust in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Trust in General Meeting; but no regulation made by the Trust in General Meeting shall invalidate any prior act of The Governing Body which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Trust, The Governing Body shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

26. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of The Governing Body from time to time.

27. The Governing Body shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by The Governing Body;
- (b) of the names of the members of The Governing Body present at each meeting of The Governing Body and of any committee of The Governing Body;
- (c) of all resolutions and proceedings at all meetings of the Trust, and of The Governing Body and of committees of The Governing Body.

DISQUALIFICATION OF MEMBERS OF THE GOVERNING BODY

28. The office of member of The Governing Body shall be vacated if the member:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a member of The Governing Body by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of The Governing Body; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by notice in writing to the Trust; or
- (e) is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest in manner required by Section 317 of the Act.
- (f) a member of The Governing Body shall cease to be a member on attaining the age of 70

29. A member of The Governing Body shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE GOVERNING BODY

30. At the first Annual General Meeting of the Trust all the members of The Governing Body shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of The Governing Body for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

31. The members of The Governing Body to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of The Governing Body on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

32. A retiring member of The Governing Body shall be eligible for re-election.

33. The Trust at the meeting at which a member of The Governing Body retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of The Governing Body 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 reelection of such member of The Governing Body shall have been put to the meeting and lost.

34. No person other than a member of The Governing Body retiring at the meeting shall unless recommended by The Governing Body be eligible for election to the office of member of The Governing Body at any General Meeting unless, not less than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Trust notice in writing signed by a member duly qualified to attend 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 that person of his willingness to be elected.

35. The Trust may from time to time by ordinary resolution increase or reduce the number of members of The Governing Body, and may also determine in what rotation the increased or reduced number is to go out of office.

36. The Governing Body shall have power at any time, and from time to time, to appoint any person to be a member of The Governing Body, either to fill a casual vacancy or as an addition to the existing members of The Governing Body, but so that the total number of members of The Governing Body shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of The Governing Body so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of The Governing Body who are to retire by rotation at such meeting.

37. The Trust may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of The Governing Body before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member of The Governing Body.

38. The Trust may by ordinary resolution appoint another person in place of a member of The Governing Body removed from office under the immediately preceding Article. Without prejudice to the powers of The Governing Body under Article 36 the Trust in General Meeting may appoint any person to be a member of The Governing Body either to fill a casual vacancy or as an additional member of The Governing Body. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of The Governing Body on the day on which the member of The Governing Body in whose place he is appointed was last elected a member of The Governing Body.

PROCEEDINGS OF THE GOVERNING BODY

39. The Governing Body may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of The Governing Body may, and the secretary on the requisition of a member of The Governing Body shall, at any time summon a meeting of The Governing Body. It shall not be necessary to give notice of a meeting of The Governing Body to any member of The Governing Body for the time being absent from the United Kingdom.

40. The quorum necessary for the transaction of the business of The Governing Body may be fixed by The Governing Body, and unless so fixed shall be three. If a quorum is present at the commencement of a meeting it shall be considered quorate until its conclusion even if a quorum ceases to be present at any time after the commencement of the meeting.

41. The continuing members of The Governing Body may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number

fixed by or pursuant to the Articles of the Trust as the necessary quorum of members of The Governing Body, the continuing members or member of The Governing Body may act for the purpose of increasing the number of members of The Governing Body to that number, or of summoning a General Meeting of the Trust, but for no other purpose.

42. The Governing Body may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members of The Governing Body present may choose one of their number to be chairman of the meeting.

43. The Governing Body may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by The Governing Body and shall fully and promptly report all acts and proceedings to The Governing Body as soon as is reasonably practicable and may consent of several documents in like form and signed by one or more members of The Governing Body

44. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

45. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

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

47. A resolution in writing, signed by all the members of The Governing Body for the time being entitled to receive notice of a meeting of The Governing Body, shall be as valid and effectual as if it had been passed at a meeting of The Governing Body duly convened and held.

SECRETARY

48. Subject to Section 13(5) of the Act, the secretary shall be appointed by The Governing Body for such term, at such remuneration and upon such conditions as The Governing Body may think fit; and any secretary so appointed may be removed by it: Provided always that no member of The Governing Body may occupy the salaried position of secretary.

49. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of The Governing Body and the secretary shall not be satisfied by

its being done by or to the same person acting both as member of The Governing Body and as, or in place of, the secretary.

THE SEAL

50. If the Trust has a seal The Governing Body shall provide for its safe custody and it shall only be used by the authority of The Governing Body or of a committee of The Governing Body authorised by The Governing Body in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of The Governing Body and shall be countersigned by the secretary or by a second member of The Governing Body or by some other person appointed by The Governing Body for the purpose.

ACCOUNTS

51. The Governing Body shall cause accounting records to be kept in accordance with the provisions of the Act.

52. The accounting records shall be kept at the registered office of the Trust or, subject to the provisions of the Act, at such other place or places as The Governing Body thinks fit, and shall always be open to the inspection of the officers of the Trust.

53. The Governing Body 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 Trust or any of them shall be open to the inspection of members not being members of The Governing Body, and no member (not being a member of The Governing Body) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by The Governing Body or by the Trust in General Meeting.

54. The Governing Body shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Trust in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the auditor's report (if any), and The Governing Body's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Trust and every person entitled to receive notice of General Meetings of the Trust.

AUDIT

56. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

57. A notice may be given by the Trust to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Trust for the giving of notice to him. Where a notice is sent by

post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them;
- (b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditors for the time being of the Trust (if any); and
- (d) each member of The Governing Body.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

59. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

60. (a) The Governing Body may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

(i) The admission and classification of members of the Trust, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Trust in relation to one another, and to the Trust's servants.

(iii) The setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of The Governing Body and Committees of The Governing Body in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Trust rules.

(b) The Trust in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and The Governing Body shall adopt such means as they deem sufficient to bring to the notice of members of the Trust all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Trust. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Trust.

INDEMNITY

61. (a) Every member of The Governing Body or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of The Governing Body or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Trust in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The members of The Governing Body shall have power to purchase and maintain for any member of The Governing Body such insurance as is permitted by Clause 3(5) of the Trust's Memorandum of Association.