

228206

THE COMPANIES ACT 1985

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

**MEMORANDUM OF ASSOCIATION*
OF
THE CRIME CONCERN TRUST LIMITED**

FRIDAY



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04/07/2008

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COMPANIES HOUSE

- 1 The Company's name is THE CRIME CONCERN TRUST LIMITED
- 2 The Company's registered office is to be situated in England
- 3 To promote opportunities for the development, education and support of young people in need to lead purposeful, stable and fulfilled lives and to promote safer, crime free communities for the benefit of the public ¹

In furtherance of the said objectives, but not otherwise, the Company shall have the following powers -

- (a) To identify good practice and effectiveness in local crime prevention initiatives,
- (b) To establish a register of local crime prevention initiatives and to award Company recognition to registered schemes which conform to good practice standards,
- (c) To advise interested parties on the best means of establishing local crime prevention initiatives,
- (d) To award funds to assist recognised local crime prevention initiatives to realise their objectives,
- (e) To maintain an active link of communication with government, local government and other public, voluntary and charitable bodies for the purpose of representing the interests of local crime prevention initiatives in general,
- (f) To hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others,
- (g) To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of such research,
- (h) To provide evidence for government and other enquiries,
- (i) To co-operate and enter into arrangements with any authorities, national, local or otherwise,
- (j) To procure commission print record publish issue and distribute whether in conjunction with any other persons or companies or otherwise and whether gratuitously or otherwise books pamphlets leaflets newspapers advertisements films broadcasts gramophone recordings or other forms of publications or recording in furtherance of the Company's objects,

(As adopted by way of Special Resolution passed on 3 January 1989)

¹ As amended by Special Resolution of the Company dated 1 July 2008

- (k) Subject to such consents as may be required by law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit,
- (l) To raise funds (by way of appeals or otherwise) and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise and whether subject to terms and conditions specified by the relevant contributor or not provided that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects,
- (m) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments, and to operate bank accounts,
- (n) To invest the monies of the Company 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
- (o) 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 Company may think necessary for the promotion of its objects
- (p) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects,
- (q) 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 Company,
- (r) 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,
- (s) 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 Company 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 Company 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 Company of any such charitable organisation, institution, society or body,
- (t) 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 Company,

- (u) 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 Company is authorised to amalgamate,
- (v) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company,
- (w) To establish where necessary local branches (whether autonomous or not),
- (x) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as the Board shall think fit,
- (y) To do all such other lawful things as are necessary for the attainment of the above objects or any of them

Provided that -

- i In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,
 - ii The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
 - iii In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and, as regards any such property, the Board of the Company 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 have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Company were not incorporated,
- 4 The income and property of the Company 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 Company, and no member of its Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Company

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

- (a) Of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of the Board) for any services rendered to the Company,

- (b) Of interest on money lent by any member of the Company or of the Board 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 Board,
- (c) Of reasonable and proper rent for premises demised or let by any member of the Company or of the Board,
- (d) Of fees, remuneration or other benefit in money or monies worth to any company of which a member of the Board may also be a member holding not more than 1/100th part of the capital of that Company, and
- (e) Of reasonable and proper professional charges to any member of the Company or of its Board who is a solicitor or accountant when instructed so to act in that capacity by the other members of the Board,
- (f) To any member of its Board of reasonable out-of-pocket expenses,
- (g) Of any premium in respect of any indemnity insurance to cover the liability of the members of the Board, which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the members of the Board knew, or must be assumed to have known, was not in the best interests of the Company, or where the members of the Board did not care whether such conduct was in the best interests of the Company or not, and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending any criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the members of the Board,
- (h) To which the Charity Commission has given prior written approval provided that any procedures it prescribes are fully complied with

5 The liability of the members is limited

6 Every member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the Company'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 Company'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 Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other education charitable object approved in writing by the Secretary of State for the Home Department

We, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum

Names and Addresses of Subscribers

JOHN AUSTEN NELSON-JONES

Lincoln House
296/302 High Holborn
London
WC1V 7JL

JENNY BAKER

Lincoln House
296/302 High Holborn
London
WC1V 7JL

ANTHONY DAVID LANDES

Lincoln House
296/302 High Holborn
London
WC1V 7JL

Dated the 5th day of May 1988

Witness to the above Signatories:

CAROLINE TREVENA LEWIS

Lincoln House
296/302 High Holborn
London
WC1V 7JL

THE COMPANIES ACT 1985
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

***ARTICLES OF ASSOCIATION**

OF

THE CRIME CONCERN TRUST LIMITED

INTERPRETATION

1 In these Articles.-

"the Act" means the Companies Act, 1985

"the Board" means the Board of Management.

"the Company" means The Crime Concern Trust Ltd

"the seal" means the common seal of the Company.

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

"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 thereof in force at the date which these Articles become binding on the Company. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine. Words importing persons shall include corporations.

OBJECTS

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

*(As adopted by way of Special Resolution passed on 3rd January 1989)

MEMBERS

3. The number of members with which the Company proposes to be registered does not exceed fifty, but the Board may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association all members of the Board and such other persons as the Board shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
5. The members of the Board may in their absolute discretion permit any member of the Company to retire provide that after such retirement the number of members is not less than one. *

GENERAL MEETINGS

6. The Company 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 Company and that of the next. Provided that so long as the Company 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 Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
7. The Board 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 provide by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Board capable of acting to form a quorum, any member of the Board or any member of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board. *

NOTICE OF GENERAL MEETINGS

8. 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 Company 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 Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

* Amended by Special Resolution of the Company dated 1 July 2008

Provided that a meeting of the Company 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.
- 9 The accidental omission to give notice of a meeting to 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

- 10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
- 11. 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, one member present in person shall be a quorum. 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 Board may determine. *
- 12. The chairman of the Board, or in his absence the vice-chairman, if any, shall preside as chairman at every General Meeting of the Company, or if the chairman or the vice-chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting the Members of the Board present shall elect one of their number to be chairman of the meeting.

* Amended by Special Resolution of the Company dated 1 July 2008

13. If at any meeting no Member of the Board is willing to act as chairman or if no Member of the Board 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.
14. 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 fourteen days or more, notice of the adjourned meeting specifying time and place of the meeting and general nature of the business to be transacted shall be given by seven days' notice in writing at the least. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. 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 two members present in person or by proxy, or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be 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 Company 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.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, 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.
17. 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.

18. 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.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. Any member of the Company entitled to attend and vote at a General Meeting is entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him.
22. 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 sub-committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such sub-committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
23. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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, taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for the taking of the poll, or, in the case of a poll taken less than 48 hours after it is demanded, be delivered at the meeting to the chairman, the secretary or other member of the Board and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County of
being a member/members of the above named Company, hereby appoint of
or failing him of as my/our proxy to vote for me/us on my/our behalf
at the (Annual or Extraordinary, and the case may be) General Meeting of the Company to
held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 ."

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County of being a
member/members of the above named Company, hereby appoint of or
failing him of as
my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the Company to be held on the day of
19 , and at any adjournment thereof

Signed this day of 19 ."

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

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

30. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

31. Any corporation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, 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 Company.

THE BOARD

32. The maximum number of the Members of the Board shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Members of the Board shall be three
33. The Board shall consist initially of the Subscribers to the Memorandum of Association and such other persons as they may appoint during the period of three months following the incorporation of the Company.
34. The Board shall have power at any time, and from time to time, to appoint any person to be a Member of the Board, either to fill a casual vacancy or as an addition to the existing Members of the Board, but, so that the total number of Members of the Board shall not at any time exceed any maximum number fixed in accordance with these Articles
35. Without prejudice to the powers of the Board under these Articles the Company in General Meeting may appoint any person to be a Member of the Board either to fill a casual vacancy or as an additional Member of the Board.
36. The Members of the Board shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

37. The Board may exercise all the powers of the Company to borrow money, and 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 Company or of any third party

POWERS AND DUTIES OF THE BOARD

38. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not/ by the Act or by these Articles, required to be exercised by the Company 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 Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. For the purposes of the Act Members of the Board shall be treated as directors
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine always provided that the minimum number of signatories shall be two of which one shall be a Member of the Board.
40. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board-
 - (b) of the names of the Members of the Board present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board, and of committees of the Board;
41. A Member of the Board shall not vote in respect of any contract in which he is in so far as may be permitted by Clause 4 of the Memorandum of Association of the Company interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
42. The Board 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 Company and in particular but not exclusively it may by such Rules and Bye Laws regulate
- 1. the admission of members of the Company, the rights and privileges of such members, the conditions of membership including any payments to be made by members, and the terms on which members may resign or have their membership terminated,

- ii. the co-operation of members of the Company with each other/ and with the Company's paid and voluntary staff,
 - iii. the procedure at General Meetings and meetings of the Board and committees of the Board insofar as such procedure is not regulated by these Articles,
 - iv. the management of any property that may be acquired,
 - v. the establishment of local branches as may be necessary and appropriate.
43. The Board shall adopt such means as it may deem sufficient to bring to the notice of members of the Company all such Rules or Bye Law, which so long as they shall be in force shall be binding on all members of the Company. The Company in General Meeting shall have power to alter or to repeal the Rules or Bye Laws and to make additions thereto 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 Company.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

44. The office of Member of the Board shall be vacated if the member-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) he becomes prohibited from being a Member of the Board by reason of any order made under the Company Directors Disqualification Act 1986; or
 - (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
 - (d) he resigns his office by notice in writing to the Company; or
 - (e) he is in so far as may be permitted by Clause 4 of the Memorandum of Association of the Company directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
 - (f) is requested to resign by a resolution of the Board -passed by a three fourths majority of the Members present at a Meeting of which at least fourteen days notice in writing indicating the intention to propose such resolution shall have been given.

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

PROCEEDINGS OF THE BOARD

46. The Board 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 Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Member of the Board for the time being absent from the United Kingdom
47. The quorum, necessary for the transaction of the business of the Board shall be one third of the membership of the Board
48. The continuing members of the Board 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 Company as the necessary quorum of members of the Board, the continuing Member or Members of the Board may act for the purpose of increasing the number of Members of the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.
49. The chairman of the Board, or, in his absence the vice-chairman, shall preside at all meetings but if at any meeting the chairman or the vice-chairman is not present within five minutes after the time appointed for holding the same, the Members of the Board present may choose one of their number to be chairman of the meeting.
50. The Board may delegate any of their powers to committees consisting of such member or 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 Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable. A committee may not incur any expenditure without the prior approval of the Board.
51. 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.

52. 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.
53. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Member of the Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.
54. A resolution in writing, signed by all the Members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Members.
55. In addition to its power to establish committees comprising Members of the Board the Board may establish advisory committees comprising persons some or all of whom are not Members of the Board. The Board may not delegate any of the powers to any such advisory committee which shall act merely in an advisory capacity.

HONORARY OFFICERS

56. The Board shall have power to appoint and remove such person or persons (whether or not a member or members of the Company) as it shall think fit to be the president and one or more vice-presidents and such person or persons (whether or not a member or members) as it shall think fit to be the patron or patrons of the Company.
57. The Board shall elect annually from amongst its members a chairman, treasurer and such other honorary officers as the Board shall decide, each of whom shall hold office until commencement of the first meeting of the Board after the Annual General Meeting next following his appointment when he shall retire. An honorary officer so retiring shall (so long as he remains a member of the Board) be eligible for re-election.

CHIEF EXECUTIVE OFFICER

58. The Board shall appoint a chief executive officer who will be responsible for the management of the affairs of the Company at such remuneration and upon such conditions as the Board shall think fit. Such person so appointed may be removed by the Board.

SECRETARY

- 59 Subject to the provisions of the Act the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by it. Provided always that no Member of the Board may occupy the salaried position of secretary.
- 60 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as a Member of the Board and as, or in place of, the secretary.

THE SEAL

- 61 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument which the seal shall be affixed shall be signed by a Member of the Board and shall be countersigned by the secretary or by a second Member of the Board or by some other person appointed by the Board for that purpose

ACCOUNTS

62. The Board shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the registered office of the Company or, subject to Sections 222(1) and 222(2) of the Act at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company
63. The Board 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 Company or any of them shall be open to the inspection of members not being Members of the Board, and no member (not being a Member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting
- 64 The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections
65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act.

NOTICES

67. A notice may be given by the Company 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 Company 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 48 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.
68. 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 Company an address within the United Kingdom for the giving of notices to them,
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and
 - (c) the auditor for the time being of the Company; and
 - (d) each Member of the Board.

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

INDEMNITY

69. Subject to the provisions of the Act, every member of the Board or other officer or employee of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

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DISSOLUTION

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

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Names and Addresses of Subscribers

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ANTHONY DAVID LANDES
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Dated the 5th day of May 1988

Witness to the above Signatures:

CAROLINE TREVENA LEWIS
Lincoln House
296/302 High Holborn
London WC1V 7JL