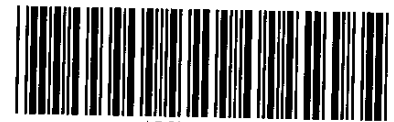


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**MEMORANDUM OF ASSOCIATION FOR
A COMPANY LIMITED BY GUARANTEE HAVING CHARITABLE STATUS**

COMPANIES ACT 1985



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07/02/2020

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COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of NEWHAM TRAINING AND EDUCATION CENTRE

1. The name of the Association (hereinafter called "the Company") is NEWHAM TRAINING AND EDUCATION CENTRE.
2. The registered office of the Company will be situated in England.
3. The Company is established for
 - (a) For the education training and rehabilitation of people in East London (defined as the London Boroughs of Newham, Tower Hamlets, Hackney, Barking and Dagenham, Havering, Redbridge, Bexley, Greenwich, Lewisham and Waltham Forest) who through their social or economic circumstances are in need and unable to gain employment or further their education.
 - (b) To undertake study and research into problems concerning such people and in particular the social and economic problems arising from unemployment and to publish the useful results of all such study and research.
 - (c) To advance the education of children in East London (defined as the London Boroughs of Newham, Tower Hamlets, Hackney, Barking and Dagenham, Havering, Redbridge, Bexley, Greenwich, Lewisham and Waltham Forest) and to provide for such children facilities in the interests of social welfare with the object of improving their conditions of life.

In furtherance of the said objects, but not further or otherwise, the Company shall have power:

- (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books leaflets or other documents or films or recorded tapes;
- (b) to hold exhibitions, meetings, lectures, classes, seminars and courses, either alone or with others;
- (c) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
- (d) to co-operate and enter into arrangements with any authorities, national, local or otherwise;

- (e) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any or the same as are necessary for any of the objects or the Company and (subject to such consent as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (h) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- (i) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (j) to invest the moneys of the Company not immediately required for 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 and subject also hereinafter provided;
- (k) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (l) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (m) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (n)
 - (i) save as provided by (ii) to insure, arrange or pay for insurance and to indemnify from the assets of the Company or otherwise its employees, servants, voluntary workers, beneficiaries, auditors and other parties or officers in respect of such risks and liabilities and to such extent as the management committee of the Company ("the Committee") may from time to time determine in the best interest of the Company.
 - (ii) The Committee may arrange that the Company shall provide indemnity insurance to cover the liability of the members of the Committee which either:
 - 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; or comprises

- any liability to make contributions to the assets of the Company in accordance with the provisions of Section 214 of the Insolvency Act 1986, save that any such insurance in any case comprised in (ii) shall not extend to:
 - any liability resulting from conduct which the Committee knew, or must reasonably be assumed to have known, was not in the best interest of the Company, or where they did not care whether such conduct was in the best interest of the Company or not, or
 - any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Committee, or
 - any liability to pay a fine or regulatory penalty.
- (iii) Any insurance in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the Committee member's liability is their knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.
- (o) subject to the provisions of clause 4 hereof, to pay reasonable annual sums of premiums for or towards the of pensions for officers or servants for the time being of the Company or their departments;
- (p) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments of the Company by the Memorandum of Association;
- (q) to pay out of the funds of the Company the cost charges and expenses of and incidental to the formation and registration of the Company;
- (r) to establish where necessary local branches (whether autonomous or not);
- (s) to do all such other lawful things as shall further the above objects or any of them;
- (t) to carry out trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or the trade is temporary and ancillary to the carrying out of the objects of the Company;
- (u) to establish, promote and otherwise assist any limited Company or companies for the purpose of acquiring any property or of furthering in any way the objects of the Company through trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance the same if the Trustees see fit by way of a secured loan or share subscription on commercial terms provided that the Company shall seek professional legal advice before financing such companies.

Provided that: -

- (i) in case the Company shall take or hold 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 Management Committee 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, receipt, 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 Management Committee 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 of the High Court or the Charity Commissioners over such Management Committee but they shall as regards any such property be subject jointly and severally 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 the 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 or the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit or money's 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 its Management Committee for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company or the Management Committee at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Management Committee or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of the Management Committee;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company or which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that company; and
 - (e) to any member of the Management Committee of reasonable out-of-pocket expenses.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payments of the debts and liabilities of the Company 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 one pound.
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, 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 in so far as effect cannot be given to such provision, then to some other charitable object.
8. Clause 3(n), this clause 8 and the other provisions of this memorandum of association to the extent that they could have been contained in the articles of association of the Company shall take effect as though repeated in the said articles of association.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF NEWHAM WOMEN'S TRAINING AND EDUCATION CENTRE

INTERPRETATION

1. In these Articles:-

"the Act" means whichever of the Companies Act 1985 or 2006 is in force and a reference to a provision of the Companies Act 1985 shall be a reference to any corresponding, consolidating, or equivalent provision in the Companies Act 2006.

"the Committee" means the Management Committee of the Company.

"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 in any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

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

MEMBERS

3. The number of members with which the Company proposes to be registered is unlimited, but the committee may from time to time register an increase of members.

4. [Article 4 has been deleted.]

5. There shall be at least one member. Any new member shall be appointed by the then member or members on such basis and terms as the members shall from time to time determine. Any member may retire from membership provided that after their retirement there is at least one member. If there is only one member that member or its representative shall be the chair of meetings of the Company.

6. [Article 6 has been deleted.]

GENERAL MEETINGS

7. The Company shall 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 committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, maybe convened by such requisitionists as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or two members 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 Committee.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, day and the hour of the 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:

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 the Annual General meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

10. 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

11. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
12. 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; three members present in person or one-tenth of the membership, whichever is the greater, 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 be adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Committee may determine.
13. The chair, shall chair every General Meeting of the Company, but if he/she or the vice chair 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 Committee present shall elect one of their number to chair the meeting.
14. If at any meeting no Committee member is willing to act as chair or if no Committee member is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to chair the meeting.
15. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other 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. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. 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 chair; or
 - (b) by at least 2 members present; or
 - (c) by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chair that a resolution has on a show of hands being carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in 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.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it 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 members.

VOTES OF MEMBERS

20. Every member shall have one vote. If when a vote is to be taken there is only one member and that member is conflicted with the Company in respect of the resolution to be voted on with regard to financial support of the Company provided by the member to the Company that member shall appoint as its representative in respect of that vote an individual who is not so conflicted and who shall vote upon the resolution solely and only on its merits as being in the best interest of the Company having considered appropriate professional advice.
21. [Article 21 has been deleted.]

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

22. Any Organisation which is a member of the Company made by resolution of its Committee or other governing body authorised 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 organisation which he represents as that organisation could exercise if it were an individual member of the Company.

COMMITTEE OF MANAGEMENT

23. The maximum number of Committee members 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 Committee Members shall be three.
24. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

25. The Committee may exercise all its 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 COMMITTEE

26. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
27. All cheques 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 Committee shall from time to time determine.
28. The Committee shall cause minutes to be made
- (a) of all appointments of officers made by the Committee.
 - (b) of names of the Committee members present at each Committee Meeting.
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

29. The office of Committee members shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (b) becomes prohibited from being a Committee Member by reason of any order made under Section 295 of the Act; or
 - (c) becomes incapable by reason of mental disorder, common illness or injury of managing and administering his/her property and affairs; or
 - (d) resigns his/her office by written notice to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest as required by Section 317 of the Act.
30. A Committee member shall not vote in respect of any contract in which s/he is interested or any matter arising thereout, and if s/he does so vote his/her vote shall not be counted.

ELECTION OF COMMITTEE MEMBERS

31. [Article 31 has been deleted.]
32. [Article 32 has been deleted.]
33. [Article 33 has been deleted.]

- 34. [Article 34 has been deleted.]
- 35. [Article 35 has been deleted.]
- 36. The Committee shall have the power to appoint members of the Committee who shall hold office as and on such terms as the Company shall from time to time determine. The Committee shall from time to time appoint one of their numbers to chair Committee meetings.
- 37. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

PROCEEDINGS OF THE COMMITTEE

- 38. [This paragraph is not used.]
- 39. Questions arising at the meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A Committee member may, and the secretary on the request of the Committee shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.
- 40. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of three.
- 41. The Committee may act notwithstanding any vacancy in their body, but, 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, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 42. If at any meeting the chair is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
- 43. The Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
- 44. A sub-committee may elect a chair of its meetings; if no such chairman is elected, or if at any meeting the chair or vice chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

45. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of the votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.
46. All acts done by any meeting of the committee or of a sub-committee, or by any person acting as a Committee member, 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 Committee member.
47. A resolution in writing shall be as valid and effective as a resolution passed at a Committee meeting provided it is compliant with Chapter 1 and Chapter 2 of Part 13 of the Companies Act 2006.

SECRETARY

48. Subject to Section 283 of the Act, the secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit : and any secretary so appointed may be removed by it: Provided always that no Committee member 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 committee member and the secretary shall not be satisfied by its being done by or to the same person acting as both Committee member and as, or in place of, the secretary.

THE SEAL

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

ACCOUNTS

51. The Committee shall cause accounting records to be kept in accordance with Sections 221-222 of the Act.
52. The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.
53. The Committee shall from time to time determine whether and to what extent and 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 Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.

54. The Committee shall from time to time in accordance with Sections 238-242 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.
55. 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 the Committee'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

56. Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

NOTICES

57. 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 coming within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared unposted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
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 Company an address within the United Kingdom for 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;
 - (c) the auditor for the time being of the Company; and
 - (d) Each Committee member.

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 Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

60. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of Company and for the purpose 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 Company, 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 Company in relation to one another, and to the Company's employees.
 - (iii) The setting aside of the whole or any part or parts of the Company'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 Committee and sub committees in so far as such procedure is not regulated by these Articles.
 - (v) And, generally, all such matters as are commonly the subject matter of Company rules.
- (c) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be enforced, shall be binding on all members of the Company. 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.