

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

-of-

THE LIFETRAN TRUST

Passed on 14th September 2005



At a General Meeting of the company held on Wednesday 14th September 2005 the following three resolutions were duly passed as special resolutions of the company:

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1

THAT the Memorandum of Association of The Lifetrain Trust be amended by deleting clause 3.2 and by inserting a new clause 3.2:

"To relieve the needs of disabled persons particularly by bringing such persons into closer association with non-disabled people and the provision of facilities for recreation or other leisure-time occupation, to advance education by bringing disabled people into closer association and integration with non-disabled people."

SPECIAL RESOLUTION 2

THAT the Memorandum of Association of The Lifetrain Trust be amended as follows:

Amendment 1

THAT the Memorandum of Association of The Lifetrain Trust be amended by deleting clause 4.23 and by inserting a new clause 4.23:

"To employ and remunerate such person or persons as are necessary to supervise, organise, carry on the work of and to advise the Charity. The Charity may employ or remunerate a director only to the extent that it is permitted to do so by clause 5 and provided it complies with the conditions in that clause."

Amendment 2

THAT the Memorandum of Association of The Lifetrain Trust be amended by deleting in its entirety the existing Clause 5 and by inserting a new Clause 5:

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2 (a) A director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(b) Subject to the restrictions in sub-clauses 4.30.2 and 4.30.3 a director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a director receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 5.4 No director may:
 - (a) buy any goods or services from the Charity;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from the Charity;
 - (d) receive any other financial benefit from the Charity;
unless:
 - (i) the payment is permitted by sub-clause 5.5 of this clause and the directors follow the procedure and observe the conditions set out in sub-clause 5.6 of this clause; or
 - (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 5.5 (a) A director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

(b) A director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.

- (c) A director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum less than the base lending rate for the time being of the Charity's bankers or 3% whichever is the greater.
 - (d) A company of which a director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the director holds no more than 1% of the issued capital of that company.
 - (e) A director may receive rent for premises let by the director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- 5.6 (a) The Charity and its directors may only rely upon the authority provided by sub-clause 5.5 if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the director do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The director is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5.5; or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5.5.
 - (iii) The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (iv) The other directors are satisfied that it is in the interests of the Charity to employ or to contract with that director rather than with someone who is not a director. In reaching that decision the directors must balance the advantage of employing a director against the disadvantages of doing so (especially the loss of the director's services as a result of dealing with the director's conflict of interest).
 - (v) The reason for their decision is recorded by the directors in the minute book.

- (vi) A majority of the directors then in office have received no such payments.
- (b) The employment or remuneration of a director includes the engagement or remuneration of any firm or company in which the director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the director holds less than 1% of the issued capital.

5.7 In sub-clauses 5.2 – 5.6 of this clause 5:

- (a) "Charity" shall include any company in which the Charity:
- Holds more than 50% of the shares; or
 - Controls more than 50% of the voting rights attached to the shares; or
 - Has the right to appoint one or more directors to the Board of the company
- (b) "director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the director or any person living with the director as his or her partner.

SPECIAL RESOLUTION 3

THAT the Articles of Association of The Lifetrain Trust be amended by deleting Article 35(g) in its entirety and by renumbering Articles 35(h) – (j) accordingly.

Signed

(Chairman of The Lifetrain Trust)

Dated

14 September 2005

THE COMPANIES ACT 1985

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

MEMORANDUM OF ASSOCIATION

-OF-

THE LIFETRAN TRUST

- 1 The name of the Charity is "The Lifetrain Trust" (and in this document it is called "the Charity")
- 2 The Registered Office of the Charity will be situated in England.
- 3 The primary Objects of the Charity ("the objects") are:-
 - 3.1 To help young people especially but not exclusively through their leisure-time activities to develop their physical, mental, and spiritual capacities that they may grow to full maturity as individuals and fully contributing members of society.
 - 3.2 To relieve the needs of disabled persons particularly by bringing such persons into closer association with non-disabled people and the provision of facilities for recreation or other leisure-time occupation, to advance education by bringing disabled people into closer association and integration with non-disabled people.
 - 3.3 In the interests of social welfare to provide, or assist in the provision of, facilities for recreation or other leisure-time occupation with the objects of improving the conditions of life for the persons for whom such facilities are primarily intended being persons who have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, provided nevertheless that such facilities shall be available to members of the public at large.
- 4 In furtherance of the Objects but not further or otherwise the Charity shall have power:-
 - 4.1 to advance education by enabling disabled people to be included with non-disabled people so that the former will have opportunities of overcoming their impairments and the latter will benefit from such association and inclusion.
 - 4.2 to provide, or assist in the provision of, facilities for recreation or other leisure-time occupation with the Objects of improving the conditions of life for the persons for whom such facilities are primarily intended being persons who have need of such facilities by reason of their youth, age, infirmity or disablement, social and economic circumstances, provided nevertheless that such facilities shall be available to members of the public at large.
 - 4.3 to improve the lives of disabled persons residing in the area of Surrey especially, but not exclusively, by bringing such persons into close association with non-disabled people, and the provision of, or assistance in the provision of, facilities for recreation or other leisure-time occupation of such persons.

- 4.4 To bring together people who are willing to further these aims and to stimulate their interest in the work of youth and disabled and non-disabled people and / or groups. To assist the work of existing youth and groups of disabled people and to help in the formation and development of new youth groups and groups of disabled people;
- 4.5 To play its full part in joint partnership with the Educational Authorities and other organisations in the promotion and development of both youth work and work for groups of disabled people;
- 4.6 To unite those groups and associations in the County of Surrey (or in such areas as it may from time to time be agreed by the Executive Committee of the Charity shall be within the scope of the Charity) whose primary aims accord with those of the Charity and to be a centre of information to such groups;
- 4.7 To stimulate interest in the work of youth clubs and groups of disabled people, to help form Management Committees and assist in finding leaders and helpers;
- 4.8 To arrange and to assist in arranging conferences, residential courses and training courses for youth workers, club members, and other interested persons;
- 4.9 To fix and collect the fees payable in respect of the use of the Charity's services, such fees being the sum (if any) as may be determined by the Executive Committee from time to time as in their absolute discretion shall be necessary to recover and pay for the Charity's costs and other overheads incurred or which may be incurred in the future (including salaries and payments made for use of property and equipment) in the provision of the services and in the Charity's business generally;
- 4.10 To enter into agreements with any other person to carry out any work on its behalf and to purchase, rent or hire any accommodation, services, equipment, and other facilities necessary for any of the matters aforesaid;
- 4.11 To enter into arrangements for the receipt of grants, donations, or to obtain rights, concessions and privileges;
- 4.12 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;
- 4.13 To foster and undertake research into any aspect of the Objects of the Charity and its work and to disseminate the result of any such research;
- 4.14 To co-operate and enter into arrangements with any authorities, international, national, local or otherwise;
- 4.15 To accept subscriptions, donations, charitable giving, devises and bequests, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the Objects of the Charity and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 4.16 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 Charity in the shape of donations, subscriptions or otherwise **PROVIDED THAT** the Charity shall not undertake any permanent trading activities in raising funds for the said Objects;

- 4.17 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate Bank accounts;
- 4.18 Subject to such consents as are required by law to borrow or raise money for the Objects of the Charity on such terms and on such security as may be thought fit;
- 4.19 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 Charity;
- 4.20 To invest the money of the Charity not immediately required for its Objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being imposed or required by law and subject also as provided below;
- 4.21 To make any charitable donation either in cash or assets for the furtherance of the Objects of the Charity;
- 4.22 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 Charity;
- 4.23 To employ and remunerate such person or persons as are necessary to supervise, organise, carry on the work of and to advise the Charity. The Charity may employ or remunerate a director only to the extent that it is permitted to do so by clause 5 and provided it complies with the conditions in that clause.
- 4.24 To insure and arrange insurance cover, and indemnity for 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 may be thought fit;
- 4.25 Subject to the provisions of Clause 4 below to pay at the discretion of the Executive Committee reasonable annual sums or premiums for or towards the provision of pensions for officers or servants of the Charity or their dependants;
- 4.26 To amalgamate with any other companies, institutions, societies or associations which are charitable at law and have Objects similar to those of the Charity 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 distributions are prohibited in the case of members of the Charity by this Memorandum of Association;
- 4.27 To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 4.28 To establish where necessary local branches (whether autonomous or not);
- 4.29 To do all such other lawful things as shall further the above Objects or any of them;
- 4.30
 - 4.30.1 To provide indemnity insurance to cover the liability of the directors:-

- 4.30.1.1 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;
- 4.30.1.2 to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986.
- 4.30.2 Any such insurance in the case of (1)(a) shall not extend to:-
 - 4.30.2.1 any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company or not;
 - 4.30.2.2 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 directors;
 - 4.30.2.3 any liability to pay a fine.
- 4.30.3 Any insurance in the case of (1)(b) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

PROVIDED THAT:

- (a) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity 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 Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (c) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity 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 Council of Management or governing body 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 Council would have been if no incorporation of the Charity existed, shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Council but it shall as regards any such property be subject jointly and separately to such control of authority as if the Charity were not incorporated.

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- 5.2 (a) A director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
- (b) Subject to the restrictions in sub-clauses 4.30.2 and 4.30.3 a director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 5.4 No director may:
- (a) buy any goods or services from the Charity;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity;
- (d) receive any other financial benefit from the Charity;
unless:
- (i) the payment is permitted by sub-clause 5.5 of this clause and the directors follow the procedure and observe the conditions set out in sub-clause 5.6 of this clause; or
- (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 5.5 (a) A director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- (c) A director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum less than the base lending rate for the time being of the Charity's bankers or 3% whichever is the greater.
- (d) A company of which a director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the director holds no more than 1% of the issued capital of that company.
- (e) A director may receive rent for premises let by the director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.

- 5.6 (a) The Charity and its directors may only rely upon the authority provided by sub-clause 5.5 if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the director do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The director is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5.5; or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5.5.
 - (iii) The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (iv) The other directors are satisfied that it is in the interests of the Charity to employ or to contract with that director rather than with someone who is not a director. In reaching that decision the directors must balance the advantage of employing a director against the disadvantages of doing so (especially the loss of the director's services as a result of dealing with the director's conflict of interest).
 - (v) The reason for their decision is recorded by the directors in the minute book.
 - (vi) A majority of the directors then in office have received no such payments.
- (b) The employment or remuneration of a director includes the engagement or remuneration of any firm or company in which the director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the director holds less than 1% of the issued capital.

5.7 In sub-clauses 5.2 – 5.6 of this clause 5:

(a) “Charity” shall include any company in which the Charity:

- Holds more than 50% of the shares; or
- Controls more than 50% of the voting rights attached to the shares; or
- Has the right to appoint one or more directors to the Board of the company

(b) “director” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the director or any person living with the director as his or her spouse.

- 6 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force, which would have the effect that the Charity shall cease to be a company to which Section 30 of the Companies Act 1985 applied.
- 7 The liability of the members is limited.
- 8 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity 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 contributors among themselves, such amount as may be required not exceeding £1.
- 9 If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed amongst the members of the Charity but shall be given or transferred to such other charity having objects similar to the Objects as shall be determined at a General Meeting by the members of the Charity before the time of dissolution.

THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

-OF-

THE LIFETRAN TRUST

- 1 In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

The Act	The Companies Act 1985 and every Statutory modification and re-enactment thereof for the time being in force.
The Articles	These Articles of Association, and the regulations of the Charity from time to time in force.
The Charity	The above named Charity.
The Executive Committee	The Board of Directors for the time being of the Charity.
The Office	The Registered Office of the Charity.
The Seal	The Common Seal of the Charity.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect.
Directors	means the members of the Board of Directors who are the trustees of the Charity (and "director" has a corresponding meaning)

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

- 2 The Charity is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3 :

- (a) The number of members with which the Charity proposes to be registered is 3 but the Executive Committee may from time to time register an increase of members;
- (b) The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership shall be members of the Charity. No person or body shall be admitted a member of the Charity unless his application for membership is approved by the Executive Committee
- (c) The following shall be deemed to be members of the Company:

The Patron, President, Vice-Presidents, Chairman, Deputy Chairman, Honorary Treasurer, Honorary Solicitor and members of the Executive Committee and of the sub-committees appointed by them (including co-opted members, excepting employees of the Charity whilst they are serving).

- (d) The following may be admitted to membership by the Executive Committee:
 - (i) any body (whether or not incorporated) being a club or similar organisation for young people and / or disabled and non-disabled people affiliated to the Charity, whose activities are within the boundaries of, or agreed for this purpose by the Executive Committee of the Charity to be connected with the County of Surrey but not exclusively. The affiliation fee shall be paid annually.
 - (ii) any organisation which is a member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.
 - (iii) any individual who is not a member of a body which is a member of the Charity by virtue of sub-clause (i) of this clause and whose membership is approved by the Executive Committee.
- (e) An application for membership shall be in such a form as the Executive Committee shall from time to time prescribe and may be approved or rejected by the Executive Committee. In the case of rejection there is no obligation for the Executive Committee to give a reason but shall forthwith notify the applicant of the Executive Committee's decision.
- (f) Unless the members of the Executive Committee or the Charity in General Meeting shall make other provisions pursuant to the powers contained in Article 69

membership shall cease if:-

- (i) The member shall signify in writing to the Secretary his desire to retire from membership of the Charity, and the Executive Committee may in its absolute discretion permit provided that after such retirement the number of members is not less than 5.
- (ii) At a meeting of the Executive Committee of which the member shall have had not less than 21 days notice and at which the member shall have been given an opportunity of being heard the Executive Committee shall pass a resolution that it is undesirable in the interests of the Charity that such a member should remain a member.
- (iii) The member shall become of unsound mind, die or (as the case may be) be wound up.
- (iv) The member shall not have paid his affiliation fee in full within 90 days after the fee is due.
- (v) The member ceases to be a Director

- 4 The rights of every member shall relate only to that member and shall not be transferable, transmissible or chargeable by the member's own act, by operation of law or otherwise.
- 5 A register shall be kept by the Charity containing the names and addresses of all members and together with such other particulars as may be required by the Act.
- 6 Every member shall further to the best of his ability the Objects, interests and influences of the Charity, and shall observe all regulations and by-laws of the Charity lawfully made pursuant to the powers in that behalf hereinafter contained.

GENERAL MEETINGS

- 7 The Charity shall hold a General Meeting every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the meeting as such in the Notices calling it, provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding Annual General Meeting, and that so long as the Charity holds its first Annual General Meeting within 18 months after its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 8 All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 9 The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on a requisition, made in writing by 3 or more members or in default may be convened by such requisitionists, as provided by section 368 of the Act. Any requisition made by members shall express the Objects of the meeting proposed to be called and shall it be left at the registered office at least 48 hours before the meeting. The notice shall be given to all the members and to the directors and auditors.
- 10 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a director shall be called by at least twenty-one

clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

- 11 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 12 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 13 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. 5 members personally present at the meeting shall be a quorum.
- 14 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Committee may determine.
- 15 The Chairman of the Executive Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive Committee, or if no such member be present, or if all members of the Executive Committee present decline to take the Chair, they shall choose some member of the Charity who shall be present to preside.
- 16 The Chairman of any meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 17 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least 2 members present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting

that a resolution has been carried, or carried unanimously or by a particular majority, or lost, not carried by a particular majority, and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number in favour of or against such resolution. The demand for a poll may be withdrawn.

- 18 Subject to the provision of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 20 Except where otherwise provided by the Act every issue is decided by a majority of the votes cast.
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second casting vote.
- 22 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 23 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 Charity duly convened and held.

VOTES OF MEMBERS

- 24 Save as hereinafter provided every individual member shall have one vote, and every club or similar organisation for young people and / or disabled and non- disabled people affiliated to the Charity shall have four votes provided that all monies then payable to the Charity have been paid.
- 25 Votes may be given on a poll or by a show of hands either personally or by proxy. In a club or similar organisation the votes shall be given by a person duly authorised, and previously notified to the Charity. Clubs or organisations shall decide their own procedures for selecting their authorised person. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.
- 26 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 27 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the Charity's office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

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

29 Any instrument appointing a proxy shall be in the following form, or as near there to as circumstances will permit:-

"I..... of.....
a member of hereby appoint.....
of and failing him/her.....
ofas my proxy to vote for me on my behalf at the
(Extraordinary) Annual General Meeting of the Charity to be held on, and at any
adjournment thereof.

Signed on:20....

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

30 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting, at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

MANAGEMENT AND CONTROL

31 The management of the Charity shall be vested in the Executive Committee who shall have general control of all the business of the Charity and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity, except only such as under the Statutes or the Memorandum of Association or these presents are expressly required to be exercised by the Charity in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Charity and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Charity in General Meeting, but so that no regulation made by the Charity in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

EXECUTIVE COMMITTEE

32 The number of Directors shall not be less than 5 nor until otherwise determined by a General Meeting more than 20.

33 The first Directors shall be as named in the statement delivered to the registrar of Companies pursuant to section 10 of the Act. Other Directors shall be appointed as provided in the Articles.

- 34 The Executive Committee may from time to time and at any time appoint a person as a Director to fill a casual vacancy or by way of addition to the Executive Committee, provided that the prescribed maximum be not thereby exceeded. Any director so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 35 The following shall be Directors and accordingly a member of the Executive Committee:
- (a) The Chairman of the Charity who shall be elected at the Annual General Meeting shall also be Chairman of the Committee.
 - (b) The Honorary Treasurer of the Charity.
 - (c) The Honorary Solicitor of the Charity.
 - (d) The Chairman of the following sub-committees:
 - Finance Sub-Committee
 - Fund Raising Sub-Committee
 - (e) One representative of UK Youth affiliated clubs.
 - (f) One representative of Disability affiliated clubs.
 - (g) One or more (but not to exceed the total of 20 of Executive Committee members) elected from general membership. The members will be appointed for a three year term of office.
 - (h) Up to 3 co-opted members (but not to exceed the total of 20 Executive Committee members)
 - (i) A Deputy Chairman who should be elected by the Executive Committee. The Deputy Chairman may only hold office for 3 years after which he may be re-elected as Deputy Chairman by the Executive Committee.

PROVIDED THAT:

No member of the Charity shall be eligible to be a Director until he has reached the age of 18 years.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 36 The office of Director shall be vacated -
- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (b) If by reason of mental disorders illness or injury he becomes incapable of managing and administering his own affairs.
 - (c) If he ceases to be a member of the Charity.
 - (d) If by notice in writing to the Charity he resigns his office.

- (e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Charity.
- (f) If he does not attend at least one of three consecutive meetings without good reason and does not respond positively to at least 1 of 2 consecutive postal enquiries asking if he/she wishes to continue to be a member.
- (g) If he is disqualified under the Charities Act 1993 from acting as a charity director.

ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 37 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Directors for the time being, or if their number is not a multiple of 3 then the number nearest to one-third, shall retire from office.
- 38 The Directors to retire shall be those who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election.
- 39 The Charity may, at the meeting at which a Director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 40 Save in the case of a Director who is a member of the Executive Committee retiring at the meeting no Director shall, unless recommended by the Executive Committee for election, be eligible for election to membership of the Executive Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than 4 nor more than 28 intervening days.
- 41 Subject to Article 27 the Charity may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 42 In addition and without prejudice to the provisions of section 303 of the Act, the Charity may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 43 The Executive Committee shall meet together not less than 3 times in every calendar year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, which shall not be less than 5 including at least one Honorary Officer. Questions arising at any meeting shall be

decided by a majority of votes. In case of any equality of vote the Chairman shall have a second or casting vote.

- 44 A Director may, and on the request of a Director the Company Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 45 The Chairman of the Charity shall preside at all meetings of the Executive Committee at which he shall be present, but if at any meeting the Chairman be not present within 5 minutes of the time appointed for holding the meeting and willing to preside then the Deputy Chairman (if present) shall preside, otherwise the Directors present shall choose 1 of their number to be Chairman of the meeting.
- 46 A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretion's by or under the regulations of the Charity for the time being vested in the Executive Committee generally.
- 47 The Executive Committee may delegate any of the powers to committees consisting of such Directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.
- 48 All acts bona fide done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office was qualified to be a member of the Executive Committee.
- 49 The Executive Committee shall cause proper minutes to be made of:-
- (i) all meetings of the Charity and the Executive Committee and of sub-committees of the Executive Committee
 - (ii) all appointments, removals and retirements of Directors from time to time
 - (iii) all appointments, removals and retirements of Officers from time to time
 - (iv) All names of the Directors and of committees of the Executive Committee present at every meeting.

Any minutes of any meetings of the Charity or of the Executive Committee or of any committee of the Executive Committee if purporting to be signed by the Chairman of such meetings or by the chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated. Minutes shall be distributed to members of the committees not more than 14 days after the meeting.

Agendas for meetings shall be issued not less than 7 days before the meeting.

50 Every issue may be determined by a simple majority of votes cast as a meeting of the Executive Committee but a resolution in writing signed by all the Directors for the time being or of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted.

51 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Executive Committee or other sub-committee the Director concerned must:

- Declare an interest at or before discussion begins on the matter;
- Withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- Not to be counted in the quorum for that part of the meeting;
- Withdraw during the vote and have no vote on the matter;

This clause may not be amended without the prior written consent of the Charity Commission

52 A meeting of the Executive Committee may be held either in person or by a suitable electronic or telephonic means agreed by the Directors in which all participants may communicate with all the other participants.

DIRECTORS' EXPENSES

53 The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

DIRECTORS' APPOINTMENTS

54 Except to the extent permitted by clause [5] of the memorandum, no director shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a director in any other contract to which the Charity is a party.

POWERS OF THE EXECUTIVE COMMITTEE

55 The business of the Charity shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit, and may exercise all such powers of the Charity, and do so on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by the Act or by the Articles required to be exercised or done by the Charity in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in General Meeting; but no regulation made by the Charity in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

56 The Executive Committee will appoint specific members to liaise and report on the following areas of responsibility:

Youth Work Services
Disability Services
Felbury Centre
Fundraising and Marketing

- 57 The Executive Committee delegates responsibility for the day to day operation of the Charity through the Chairman to the Chief Executive and the Management Team.

The work of the Charity is organised into four operating units:

- (i) Youth Work Services supports and trains young people, and those who work with them, through youth clubs and projects, and a number of training schemes for both workers and young people.
- (ii) Disability Services supports the empowerment of disabled people individually or through clubs, training courses for both those who are disabled and those who support them and residential experiences.
- (iii) The Felbury Centre provides a fully accessible residential and training venue, which facilitates the core department's training courses. It also runs personal development courses including the use of outdoor education. It is available for other organisations to run their own training courses and provide residential experiences.
- (iv) Marketing and Fund Raising in respect of General Funding and Restricted Funding for the activities in clauses 52 (i),(ii) and (iii).

- 58 The members for the time being of the Executive Committee act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Committee shall at any time be or be reduced in numbers to less than the minimum prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the Charity, filling up vacancies in their body, or for summoning a General Meeting, but not for any other purpose.

SUB-COMMITTEES

- 59 The Executive Committee may delegate such powers as it thinks appropriate to (inter alia) the following Sub-Committees. The Sub-Committees will be informed of their power in writing. The Executive Committee shall exercise all reasonable supervision of all Sub-Committees.

- (a) Finance Sub-Committee: There shall be a Finance Sub-Committee whose membership shall be as follows:
 - (i) A member nominated by the Executive Committee who shall be Chairman of the Committee;
 - (ii) The Honorary Treasurer;
 - (iii) 2 members nominated by the Fund Raising Sub-Committee;
 - (iv) An elected member of Surrey County Council.

- (v) Up to 6 co-opted members.
- (vi) Accountant / BookKeeper and Chief Executive (both ex-officio).

The duties of the Finance Sub-Committee shall be the control and investment of the monies of the Charity and the preparation of the accounts for audit and for presentation to the Annual General Meeting of the Charity, together with the general supervision of the expenditure of the Charity.

- (b) Fund Raising Sub-Committee: There shall be a Fund Raising Sub-Committee whose membership shall be as follows:

- (i) A member nominated by the Executive Committee of the Company shall be Chairman of the Committee.
- (ii) Co-opted members as required.
- (iii) Marketing / Fund Raising Executive and Chief Executive (both ex-officio).

The duties of the Fund Raising Sub-Committee shall be the raising of funds, in co-operation with the Finance Sub-Committee, through various fund raising events from time to time agreed.

- (c) Minutes of all Sub-Committee Meetings shall be distributed to committee members and members of the Executive Committee with full reports of their decisions and recommendations not more than 14 days after the meeting. The Chairman of each Sub-Committee shall have an additional casting vote. The quorum shall be 4.

HONORARY OFFICERS

- 60 The Honorary Officers of the Charity shall be the Chairman, Deputy Chairman, Honorary Treasurer and Honorary Solicitor.

CHIEF EXECUTIVE

- 61 Subject to the Provisions of the Act the Chief Executive (who shall not be a director unless Article 62 applies) shall be appointed by the Executive Committee for such a time at such remuneration and upon such conditions as they think fit, and any Chief Executive so appointed may be removed by them. The provisions of section 283 and 284 of the Act shall apply and be observed. The Executive Committee may from time to time by resolution appoint an assistant or Deputy Chief Executive and any person so appointed may act in place of the Chief Executive if there be no Chief Executive or no Chief Executive capable of acting.
- 62 Subject to the provisions of the Act and to Clause 4 of the memorandum, the Executive Committee may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Executive Committee shall determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a director. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
- 63 The Chief Executive will act as Secretary of the Charity.

SEAL

- 64 The seal of the Charity shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of at least two Directors or one director and the Secretary of the Charity, and the said Director/s and Secretary shall sign every instrument to which the seal shall be as affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

- 65 The Executive Committee must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of

- Annual reports
- Annual returns
- Annual statements of account

- 66 The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the officers of the Charity.

- 67 The Executive Committee shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounting records of the Charity or any of them shall be open to inspection of members not being officers of the Charity, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Executive Committee or by the Charity in General Meeting.

- 68 At the Annual General Meeting in every year the Executive Committee shall in accordance with the provisions of the Act lay before the Charity an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Charity together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto shall not less than 21 clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to be available to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 (2) of the Act.

AUDIT

- 69 In accordance with the provisions of the Act and requirements of the Charities Commission, once at least in every year, the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

- 70 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Executive Committee being treated for all purposes as the Directors mentioned in those provisions.

INDEMNITY

- 71 Every Member of the Executive Committee and Officer and Auditor of the Charity shall be indemnified out of the funds and assets of the Charity against all liabilities incurred by him as such a Member, Officer or Auditor 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 under Section 727 of the Act in which relief is granted to him by the Court.

NOTICES

- 72 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any newsletter distributed by the Charity.

The only address at which a member is entitled to receive notices is the address shown in the register of members.

Any notice given in accordance with these Articles is to be treated for all purposes as having been received.

- 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- two clear days after being sent by first class post to that address;
- three clear days after being sent by second class or overseas post to that address;
- on the date of publication of a newspaper containing the notice;
- on being handed to the member personally or, if earlier, as soon as the member acknowledges actual receipt.

A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

DISSOLUTION

- 73 Clause 8 of the Memorandum of Article of Association relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.

RULES OR BYE-LAWS

- 74 :
- (a) The Executive 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 the Charity and for the purpose of prescribing classes of and conditions of membership,

and in particular but without prejudice to the generality of the above, it may by such rules or bye-laws regulate:

- (i) The admissions and classifications of members of the Charity, and the rights and privileges of such members, and conditions of membership and the terms on which the members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members;
 - (ii) The conduct of members of the Charity in relation to one another, and to the Charity's employees;
 - (iii) The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) The procedure at General Meetings of the Executive Committee and any sub-committees thereof insofar as such procedure is not regulated by these Articles; and
 - (v) Generally all such matters as are commonly the subject matter of Charity rules.
- (b) The Charity in General Meeting shall have power to alter or repeal the rules or bye-laws and to make additions to them, and the Executive Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Charity provided nevertheless that no rules or bye-laws shall be inconsistent with, or shall effect or repeal anything contained in, the Memorandum or Articles of Association.

The Lifetrain Trust

Minutes of the Annual General Meeting held at Felbury House, Holmbury St. Mary
on Wednesday 14th September 2005

Officers Presiding:	Handa Bray	President
	Peter McIlwraith	Chairman
	Andrew Baird	Treasurer
	Richard Bowden	Chief Executive
	Iain MacLeod	Company Solicitor
	Jill Cannon	Minutes Secretary

1. President's Welcome

Handa Bray called the meeting to order. Handa thanked everyone for attending despite the difficulties with the road closure and for their continued loyal support of the charity and its work with young people and disabled people.

Handa noted that 2004-2005 had been a better year financially than she had been able to report last October and no doubt the Treasurer and Chief Executive will tell us more later.

Handa also noted the passing of Diana Wyatt saying *"I am absolutely sure she is with us in spirit and she may have conspired with all the guardian angels to have showered good luck on us and be responsible for our good financial result, which of course is the product of magnificent work from the whole team and we will be cheering for all of them later on, but in the meantime god bless Diane and all that she did for Lifetrain."*

2. Introduction of Guests

Handa Bray called upon Liz Osborne to read the list of special guests, which included:

Malcolm Kimber	Michael Varah
Elaine Garfitt	John Goddard
Bernie Baldwin	Luke Gilchrist
Maureen & Geoff Walker	Vicki Wilson
Pat Hand	Milena Krasovec
Catherine Johnstone	

3. Apologies for Absence

Handa Bray called upon Dan Curtis to read the list of apologies:

Patron:	Lord Hamilton of Dalzell		
Vice Presidents:	Patrick Evelyn	Michael Maughan	
	Lady Jill Skinner	Ronald Hancock	
	Derek Tunn-Clarke	Greta Fenston	
	Lady Cubitt		
Board Members:	Stuart Furness		
Others:	John Bateman	David Cox	Johnathan Olaofe
	Mildred Phillips	Irene Jackson	Jean Roberts-Jones
	Andrew Wates	Anne Joyce	Martin Holdsworth
	Sean Gillen	Sue Wilson	Abi Clear
	Laura Samouel		

4. To approve the Minutes of the Annual General Meeting of 7th October 2004

Handa Bray noted that the minutes of last years meeting were in the AGM papers on the chairs, and commented that no doubt everyone had read them. She asked if everyone is in agreement with the record and requested for a proposer and seconder. They were proposed by Robert Campion and seconded by Kay Hammond and a show of hands agreed that they were a true record of that meeting. The minutes were then signed off by The Chairman, Peter McIlwraith

5. Matters Arising

There were no matters anyone wished to raise.

6. The Chief Executive's Report for the year ending 31st March 2005

Handa Bray invited Richard to give his report. An exact copy of the Chief Executive's Report follows:

"Thank you Handa. Good Evening everyone.

The Charity Commission's requirements in their SORP 2005 for the Trustees Report, as part of the annual audit, have become, (and there is still more to come for next year), more detailed such that the audit report is and will be a total review of the Charity's working for the year.

Thus my review is encompassed within the audit report in the AGM's papers, - however the heart of the charity is its staff and their individual successes should be applauded as much as the projects they manage.

Financially 2004 – 2005 was a much better year than the previous year, in fact it ended with a small surplus together with a commitment from our various sponsors for £240,000 towards our projects in future years. To achieve this almost £600,000 was raised which is an enormous sum and was in no small way was due to James and Catherine, our fundraisers who together with the departments had to work extremely hard to achieve such a sum.

We are of course indebted to a vast number of individuals, Companies and Trusts that were cajoled by them into giving us funds – sometimes not as much as we would have liked or needed, but then perhaps they did not have it to give to us. There is a list in the audit report of 60 of our principle supporters, however I should mention James and Catherine's coup in achieving our being both Philips Uk and Hart Brown's chosen charity for this year – and hopefully longer. James personally achieved the accolade of Best New Fundraiser of the year 2004 from the Institute of Fundraising.

Of our income £165,000 was generated by The Felbury Centre; the largest amount ever! Liz Osborne took over as Centre Co-ordinator 18 months ago with little experience of the job – and probably terrified by the challenge – but she has succeeded, with her staff, in raising the standard, generating an excellent relationship with Princes Trust and others, and providing an atmosphere where a vast range of training needs can be accommodated and we/she also achieved the largest surplus ever.

The Youth Work team are in the forefront as usual. Laura, despite her young years, is the most experienced Youth Achievement Awards Co-ordinator and moderator in the South East and provides moderator training for our national body.

Dan Curtis working with disengaging young people in four schools in the North West of the county has moved the Youth Achievement project on and is now working with groups with a variety of difficulties. Two of the schools, seeing the benefits of the work are in discussion on funding our work.

Besides her core work supporting our clubs Fiona Jackson has taken over leading our training in Coldingley Prison and moved the project on to training at NVQ level 3. She has also created and

successfully applied to the Accreditation Body for scheme approval for the new revised VRQ in Youth Work.

Meanwhile Sue Wilson, as department head, has not been idle. Having been one of the very first to create an accredited course of youth work training and then NVQ's at level 2, she has now written and achieved scheme approval for the NVQ at level 3. Our training of the County Council's youth work staff is the first level 3 course in the country – quite a coup! She is also the specialist called upon by other County Councils to help them with their training – Peterborough, Sutton, Oxfordshire, Jersey, Southwark, Bracknell, Berkshirehave all asked for she help.

However the Disability Services section have not been outshone.....

Abi Clear our newest member of staff came to us with no training experience but, in not much more than a year, has become our lead disabilities trainer having achieved a Foundation Diploma in Disability Equality Education at Surrey University. Her skill has attracted many new training contracts including ones with Scope, Kingston, and latterly several courses with our youth work national body - UK Youth.

Dennis Carr has quietly worked away developing programmes – and supported Abi training. Our successful accredited programmes such as Pathways, the University course, and the UK Youth training programmes have been developed by Dennis.

Pat Reynolds, like Sue, is called upon as the expert in her field – in this case disability and diversity issues. Being invited to create and manage training projects with Scope, Treloar's College and County Council Departments; continuing major advisory roles with Bletchingley Skills Centre and Diana Francis House; Disability advisor on the RAISE Board and Surrey Compact.

With all this major innovative work taking place I must not forget those that support that work, Jenny and Jill who as the 'backroom girls' keep the organisation ticking over and enable our 'stars' to shine.

I also must not forget our Board of Trustees that gives us the freedom to shine and achieve so much.

Thank you .”

Following the report Handa thanked Richard and said that it was tremendously impressive record of a particularly splendid year and asked the audience to show their praise and appreciation. A round of applause followed.

7. The Treasurer's Report for the year ending 31st March 2005

Handa Bray invited Andrew Baird, The Treasurer, to give his report, which was as follows:

“Well as everyone has already told you and as you can see from the accounts you have in front of you our results for the year are very much better than the previous year and we made a small surplus of some £3,000.

Day to day our cash position requires careful monitoring and control for which we are very grateful to Jenny for keeping an eye on. Our main problem I suppose is that when we go out and raise funds to get projects carried out it is very difficult to get funding committed to cover the overheads of the organisation so we are dependent still on the general fundraising and donations to meet the overheads costs, this appears to be an issue that causes day to day difficulties. However our financial situation although challenging for the future nonetheless seems to be relatively stable so I hope this year will be as successful as the year we are talking about.

I should also mention that I am grateful to Malcolm Kimber, our auditor, for his guidance and support through the course of the year and I will be pleased to answer any questions anyone might have regarding the accounts”.

As there were no questions Handa Bray asked for a proposer for the report, which was by Peter Drysdale and seconded by Bernie Baldwin and Geoff Walker, and was then accepted by a show of hands from the floor.

8. To confirm the Directors

Handa Bray announced that Stuart Furness and Peter Drysdale are to retire by rotation. She mentioned that Stuart has supported the work of the charity in many ways and over many years initially on the finance committee before becoming a board member and is delighted that he has offered himself for re-election".

Handa asked for a proposer to re-elect Stuart Furness, Kay Hammond, and this was seconded by James Marlow and all were in favour.

Handa then noted with much regret that Peter Drysdale has decided not to stand for re-election as he was also a Trustee of three other charities local to his home as well as being heavily involved with Lions International, so for Peter retirement had not really meant retirement. Peter has been involved with the work of the charity for 12 years, half of this as a Trustee. Initially Peter was on the Phab Area Committee and through his local involvements in Tandridge and the Lions Club he has played a leading role in the establishment and success of the Bletchingley Skills Centre and latterly the Diana Francis House. His advice and guidance on our Board of Trustees on all matters but especially those relating to disabled people will be sorely missed.

Handa wished Peter all the very best for the future and asked Pat Reynolds to present him with a small memento.

Pat presented Peter with bottle of Malt and the floor applauded.

9. To appoint Kimbers Chartered Accountants as Auditors to the Company for 2005-2006

Handa Bray thanked Malcolm Kimber for auditing the accounts over the last year and asked for Kimbers re-appointment to be proposed, which it was by Kay Hammond and seconded by James Marlow and all were in favour.

10. To authorise the Directors to fix the remuneration of the Auditors

Handa Bray asked for a proposer, Geoff Walker, and a seconder, Peter Drysdale and a show of hands from the floor.

Handa then handed over to the Chairman, Peter McIlwraith.

11. To elect the President and Vice Presidents

Peter McIlwraith noted that Handa Bray had agreed to continue to stand as our President as have all the Vice Presidents. Peter then read the list of the Vice Presidents of the Charity:

Lady Cubitt	Robert Campion
Sir John Smith QPM	Patrick Evelyn DL
Derek Tunn-Clarke QPM	Greta Fenston
Major R Colman	Gordon Lee-Steere DL
Lady Skinner	Joseph Cashin
Ron Hancock FBIBA ACII	Michael Maughan

He thanked them all for offering themselves for re-election and asked for a proposer, Sydney Parker, and seconder, James Marlow, agreed by a show of hands.

Peter McIlwraith noted the passing of Diana Wyatt and said she was a magnificent supporter of the charity for many years and it was difficult to add to what Handa had already said but she is sorely

missed and was a great friend to us all and also thanked Handa for her earlier comments regarding Diana.

12. To agree Special Resolutions 1,2 & 3 as amendments to the Memorandum of Association of the Lifetrain Trust

Peter McIlwraith handed over to Iain MacLeod to introduce the proposed amendments and the reasons for them.

Iain MacLeod explained that The Charities Commission, who we discuss various aspects of our constitution with, had agreed that there were certain points of our Memorandum of Association that needed to be tidied up and these special resolutions are in respect to those changes. The Charities Commission had seen the wording of resolutions and were happy with them.

Iain then went on to explain that Special Resolution 1 restates one course of our objects. The only change is the adding of the word 'particularly' and the Charities Commission picked up the fact, for instance, that providing training or services to commercial organisations might not come within our charity objectives. They thought that the wording of clause 3.2 was too restrictive and therefore it makes all the difference to include the word 'particularly' in it because then that's just an example of the way in which the needs of disabled persons are relieved. So if that happens to make the Charities Commission happy and we are fine with our objects it seems sensible to do that.

Special Resolution 2 goes on a bit but essentially the effect is that it permits the charity in particular circumstances to pay directors for providing specific services. It's a clause that the Charities Commission are prepared to see in because there are lots of restrictions on when you can do that, it has to be reasonable and the director concerned can't be participating in any discussions and so on. It does mean that in certain circumstances a trustee who has specialist skills that are appropriate can charge for their work if agreed beforehand by the board.

The final one, Special Resolution 3, just tightens up our constitution because at the moment it says that the executive, which means the board of directors, must include two trustees nominated by Surrey County Council. This hasn't always happened and in as far as Surrey County Council have asked us to have people on the board, they have not generally speaking been directors they have just been there in an advisory capacity which suits them and Surrey County Council. Therefore if we leave the constitution as it is it could be said that we are in breach of not honouring the commitment that we must have two trustees nominated by Surrey County Council so we are just going to take those out which just tidies up the constitution.

Iain asked if there were any questions and as there were not said that the amendments can now be written into the constitution and sent to the Charities Commission.

Peter McIlwraith requested a proposer, Robert Campion, and seconder, Peter Drysdale, and show of hands from the floor to accept the amendments.

12. Awards

Peter McIlwraith then asked Handa Bray to make the first presentation.

"Those of you who were here last year will remember that Peter and I took it in turns to read the citation and make the presentation for the President and Chairman awards. But this year I've been allowed to write and read the citation and make the presentation for President's Award because I have a very personal reason for giving the award to the Media Studies Department of the Hurtwood School for doing such a superb job in producing this magnificent Lifetrain video and any of you who haven't seen it so far there are copies at the back and please do as it is absolutely wonderful.

Lifetrain has wanted for a long time to find a way of communicating to the wider world and particularly to potential sponsors and supporters a clear idea of all the wonderful work that it does. The trouble is Lifetrain does so much of such an infinite variety of good work that it is difficult to convey it without

producing an encyclopaedia and we all know that a picture is worth a thousand words but here we have brilliant moving pictures and a few well chosen words which capture so vividly some of the most important things we do and above all it is a film made by young people for young people.

It is an absolutely superb achievement for which we are so deeply grateful and not least of their achievements was capturing the president's enthusiasm in a limited number of takes. We are deeply grateful to the students who gave so much time and commitment to the filming and I was afraid that because they and their lives have moved on they would not be able to be with us tonight but one of them is here, Vicki, representing the team and we wish them all the very best of luck in whatever the future has in store for them and we rejoice that their tutors John Goddard and Luke Gilchrist who worked so hard to make this film a success are here and you can cheer them to the rooftops, please cheer. I would like to ask John, Luke and Vicki to accept The Lifetrain Trust President's Award to the Media Studies Department of The Hurtwood School."

Handa Bray presented the award to a round of applause.

Peter McIlwraith thanked Handa and then introduced the Chairman's Award:

"The Chairman's Award is presented to the person who made an outstanding contribution to the charity over the past year and who is an employee, or officer or trustee of the charity. This year the award goes to a man who has served our charity very well over many years. He's had a career in a senior position at a national bank which meant that he was subsequently a very valued member of our finance committee until very recently, he is also a talented chorister, but he is also a keen golfer and has been captain of local Gatton Manor Golf Club which is where we have been fortunate in holding our Annual Golf Day for many years, I am of course referring to Rod Sewell.

In 1991 Peter Gooch our previous Chief Executive before Richard asked Rod to join our Golf Tournament Committee which he has done very successfully and before long became the Tournament secretary. Following the 1998 tournament Rod very kindly agreed to succeed the then chairman Derek Abbott and has been the Chairman for the past six years. Derek was a hard act to follow but Rod and his committee ensure that the tournament has remained a superb day out for golfers and the largest fundraising event every year for us. During Rod's time as Chairman over six years the event has raised more than £80,000 which is a magnificent achievement and the Golf Day since it started 23 years ago probably raised something around half a million pounds which is quite astonishing. So thank you Rod and your committee and please come forward and collect The Chairman's Award for 2005"

Peter McIlwraith then presented the Award to Rod who accepted the award on behalf of all his committee.

Peter McIlwraith then handed back to Handa Bray.

14. To transact any other ordinary business of the Company

Handa Bray asked if anyone would like to raise any other business or had any questions, of which there were none. Handa then said that she would just like to say a few words:

"I would just like to say one final thank you to Peter for being such a magnificent Chairman he works so tirelessly for The Lifetrain Trust and one thing I forgot to say when I was praising the video was that it's thanks to Peter that it was produced at no cost to Lifetrain because he persuaded the Rank Group to fund the production of it. I don't know the monetary value of it but it's the most tremendous benefit and it's entirely due to Peter's work. He and Catherine are a wonderful Lifetrain team and I like you please to show your appreciation.

Now in a moment I can ask you all to fill and raise glasses but first of all one final cheer please to the entire Lifetrain team. Thank you so very much and I am so proud of you all."

An informal reception then followed.