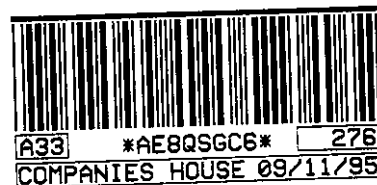


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**MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**OF**  
**FOYER FEDERATION FOR YOUTH**

**Dated 29 January 1992**

**(amended by Special Resolutions passed 17 August 1994)**



**THE COMPANIES ACTS 1985 AND 1989**

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

**MEMORANDUM OF ASSOCIATION**

**FOYER FEDERATION FOR YOUTH**

1. The Company's name is "Foyer Federation for Youth".
2. The Company's registered office is to be situated in England and Wales.
- \* 3. The object of the Company shall be the relief of young persons between the ages of 16 and 25 years who are homeless or otherwise in necessitous circumstances in particular and without prejudice to the generality of the foregoing by encouraging and assisting in the provision of an integrated system of short-term accommodation and training (including vocational training) coupled with advice and counselling for young people and the provision of recreational facilities with the object of improving their conditions of life.
- 4. In furtherance of the said object but not further or otherwise the Company shall have the following powers:-
  - \* AA1. To provide vocational training for adults involved in the running of hostels and the provision of counselling and advice to young people.
  - \* AA2. To encourage the creation of Foyer projects and a network of hostel accommodation for the young.
  - \* AA3. To raise funds from industry, local authorities, central government, the general public and any grant-making organisation and to make grants to support the charitable activities of foyers.
  - \* AA4. To undertake research into the accommodation needs of young people who are unemployed, homeless or otherwise in necessitous circumstances and to develop a system of best practice for the conduct of hostel accommodation.
    - (A) To enter into contracts, agreements and arrangements with any other company firm person or body of persons for the carrying out by such other company, firm, person or body of persons on behalf of the Company of any of the objects for which the Company is formed.
    - (B) To remunerate any person, firm or company rendering service to the Company.
    - (C) To lend money or give credit with or without security for the objects of the Company.
    - (D) To adopt such means of making known the activities of the Company as may in the opinion of the Management Committee seem expedient, and in particular by

advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes and rewards and making donations.

- (E) To apply for, promote and obtain any order or licence or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution for the objects of the Company and to oppose any proceedings or applications which may in the opinion of the Management Committee seem calculated directly or indirectly to prejudice the Company's interests.
- (F) 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.
- (G) To hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
- (H) 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.
- (I) To co-operate and enter into arrangements with any government or authority, national, local or otherwise and to obtain from any such government or authority any such rights, privileges and concession which in the opinion of the Management Committee is desirable and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (J) 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 property and rights or privileges over or in respect thereof and to maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease, let on hire or otherwise dispose of or mortgage any such real or personal property or any part or parts thereof.
- (K) 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.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (M) 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.
- (N) 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.
- (O) To invest the monies 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 as hereinafter provided.
- (P) To make any charitable donation whether or not for any consideration either in cash or assets for the furtherance of the objects of the Company.

- (Q) To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes which in the opinion of the Management Committee is calculated to further the objects of the Company.
- (R) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company.
- (S) To employ and pay any company firm person or persons to supervise, organise, carry on the work of and advise the Company.
- (T) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and former 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 and all other liabilities which may be lawfully insured against as may be thought fit.
- (U) Subject to the provisions of Clause 5 hereof to pay reasonable annual sums or premiums for or towards the provisions of pensions for officers or servants for the time being of the Company or their dependants.
- (V) 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 or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- (W) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation, registration, promotion and advertising of or raising money for the Company.
- (X) To establish where necessary local branches (whether autonomous or not).
- (Y) To do all such other lawful things as shall further or are incidental to the furtherance of the objects or any of them.

Provided that:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers of organisations of workers and organisations or 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, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Management Committee would 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 separately to such control or authority as if the Company were not incorporated.

5. 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, to members of 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 in money 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 of its Management Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that 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 its Management Committee to the Company;
- (D) of fees, remuneration or other benefit in money or money's worth to a company of 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 for out-of-pocket expenses.

6. The liability of the members is limited.

7. 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 payment 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 any rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable body.

9. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force which would have the effect that the Company shall cease to comply with the requirements set out in Section 30 of the Companies Act 1985.

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

#### NAMES AND ADDRESSES OF SUBSCRIBERS

Signed on behalf of

"Sheila M. McKechnie"

Shelter - National Campaign for the Homeless U.K. Limited  
88 Old Street  
London EC1V 9HU

Signed on behalf of

"T.R.E. Mann"

Grand Metropolitan Community Services Limited  
20 St. James's Square  
London SW1Y 4RR

Dated the 29th day of January 1992

WITNESS to all the above signatures:-

"D.J. MacDonald"  
Development Manager  
13 Chevering Road  
London NW6

Memorandum amended by special resolution of the Company passed 17th August 1994.

\* denotes clauses affected

**THE COMPANIES ACT 1985 AND 1989**

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

**ARTICLES OF ASSOCIATION**

**- OF -**

**FOYER FEDERATION FOR YOUTH**

**dated 29th January 1992**

**(amended by Resolutions passed 17th August 1994)**

**PRELIMINARY**

**1. (A) In these Articles:**

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Articles" means the Articles of the Company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Committee" means the Management Committee of the Company the members, of which shall be and shall carry out the functions of directors of the Company for the purposes of the Act;

"elective resolution" means a resolution of the Company in general meeting to elect a member to the Committee;

"executed" includes any mode of execution;

"office" means the registered office of the Company;

"seal" means the common seal of the Company;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"United Kingdom" means Great Britain and Northern Ireland.

- (B) Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
  - (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution shall also be effective.
2. None of the regulations contained in any statute, statutory instrument or other subordinate legislation, including but not limited to the regulations contained in Table A to the Companies (Table A to F) Regulations 1985 (as amended), shall apply as the regulations or Articles of the Company.

### **OBJECTS**

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

### **MEMBERS**

4. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted as a member of the Company unless he is approved by the Committee. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Committee requires executed by him.
5. A member may at any time withdraw from the Company by giving at least three months notice to the Company. Membership shall not be transferable and shall cease on death or in the case of a company upon winding up.

The Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have the right to be heard before the committee before a final decision is made.

### **GENERAL MEETINGS**

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The Committee may whenever they think fit call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than twenty-eight days after receipt of the requisition. If there are not within the United Kingdom sufficient Committee members to call a general meeting, any Committee member or any member may call a general meeting.

### **NOTICE OF GENERAL MEETING**

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution 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, other than a meeting called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members.
9. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
10. Subject to the provisions of the Articles and of the Act the notice shall be given to all the members and to the directors and auditors.
11. 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

- \* 12. No business shall be transacted at any meeting unless a quorum is present. Four persons, or that number which is or nearest to one-tenth of the number of members for the time, being whichever is greater, each being a member or the proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
13. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Committee may determine.
14. The chairman, if any, of the Committee or in his absence some other Committee member nominated by the Committee shall preside as chairman of the meeting, but if neither the chairman nor such other Committee member (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Committee members present shall elect one of their number to be chairman and, if there is only one Committee member present and willing to act, he shall be chairman.
15. If no Committee member is willing to act as chairman, or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
16. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any notice of an adjourned meeting.
- \* 17. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (1) by the chairman; or

- (2) by at least two members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
18. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
19. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
20. A poll shall be taken in such manner as the chairman directs and he may appoint scrutineers (who need not be members) and fix a place and time for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
23. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it shall have effect accordingly.
25. A corporation which is a member of the Company may, by resolution of its committee members or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company. The person so authorised is entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member. Unless the Committee members otherwise decide, a copy of such authority certified notari ally or in some other way approved by the Committee members shall be left at or sent by post or by facsimile transmission to the office or at such other place within the United Kingdom as the Committee members may determine before such representative is entitled to exercise any power on behalf of the corporation which he represents.

## VOTES OF MEMBERS

26. On a show of hands or on a poll every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative not being himself a member entitled to vote, shall have one vote.
27. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
28. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Committee members of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
29. 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.
30. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.
31. An instrument appointing a proxy shall be in writing in any form which is usual or in which the Committee members may approve and shall be executed by or on behalf of the appointor.
32. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Committee may:
  - (a) be deposited at or sent by post or by facsimile transmission to the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Committee member;and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid, provided that the chairman of the meeting shall have the discretion to accept an instrument appointing a proxy as aforesaid which is received by him at or at any time before the meeting.
33. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the

person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### **NUMBER OF COMMITTEE MEMBERS**

34. Until otherwise determined by an ordinary resolution, the number of Committee Members shall not be less than 3 nor more than 20.
35. The first members of the Committee shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

#### **ALTERNATE COMMITTEE MEMBERS**

[Articles 36-40 deleted]

#### **POWERS OF THE COMMITTEE**

41. The Committee may pay all the expenses of and incidental to the promotion, formation, establishment and registration of the Company as it thinks fit.
42. Subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution, the business of the Company shall be managed by the Committee members which may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Committee members which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Committee by the Articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.
43. The Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it determines, including authority for the agent to delegate all or any of his powers.
44. The Committee may exercise all the powers of the Company to borrow or raise money and to mortgage or charge all or any part of the undertaking and property of the Company and, subject to the provisions of the Act, to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

#### **DELEGATION OF COMMITTEE'S POWERS**

- \* 45. The Committee may appoint one or more sub-committees consisting of three or more Committee members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.

#### **APPOINTMENT AND RETIREMENT OF COMMITTEE MEMBERS**

46. The Company may by ordinary resolution appoint a person who is willing to act to be a Committee member either to fill a vacancy or as an additional Committee member.
47. The Committee may appoint any person who is willing to act to be a Committee member, either to fill a vacancy or as an additional Committee member, provided that the appointment

does not cause the number of Committee members to exceed any number fixed by or in accordance with the Articles as the maximum number of Committee members.

- \* 48. One third of the Committee members (or if their number is not three or a multiple of three, the number nearest to one third), shall retire from office at the annual general meeting in 1995 and at every subsequent annual general meeting. The Committee members to retire by rotation shall be those who have been longest in office since their appointment or reappointment but as between persons who become or were last reappointed Committee members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A Committee member who retires at an annual general meeting may be reappointed. No person who has attained the age of seventy shall be appointed a Committee member and any existing Committee member who has attained the age of seventy shall vacate his office at the conclusion of the annual general meeting commencing next after he attains the age of 70 unless the Company in general meeting decides otherwise and special resolution is given of the relevant resolution and in this respect the provisions of s.293(5) of the Act shall apply.

#### **DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS**

49. The office of a Committee member shall be vacated if:
- (a) he ceases to be a Committee member by virtue of any provision of the Act or he becomes prohibited by law from being a Committee member; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he becomes, in the opinion of all his co-Committee members, incapable by reason of mental disorder of discharging his duties as Committee member; or
  - (d) he resigns his office by notice in writing to the Company; or
  - (e) he shall for more than six consecutive months have been absent without permission of the Committee members from meetings of Committee members held during that period and his alternate Committee member (if any) shall not during such period have attended any such meetings instead of him, and the Committee members resolve that his office be vacated; or
  - (f) he is removed from office by notice addressed to him at his last-known address and signed by all his co-Committee members.

#### **COMMITTEE MEMBERS' EXPENSES**

50. The Committee members may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Committee or sub-committees of Committee members or general meetings or otherwise in connection with the discharge of their duties.

#### **COMMITTEE MEMBERS' INTERESTS**

- \* 51. A member of the Committee who is in any way, whether directly or indirectly, interested in a contract or a proposed contract, arrangement or dealing with a Company, shall declare the nature of its interest at a meeting of the Committee and subject thereto and subject to the right of the remaining members of the Committee to resolve that he withdraw he may be counted in the quorum present at any meeting of the Committee where at such contract, arrangement or dealing with the Company is considered or entered into but he may not vote in respect thereof.

52. For the purposes of Article 52:

- (a) a general notice given to the Committee that a Committee member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Committee member has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Committee member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **PROCEEDINGS OF THE COMMITTEE**

- 53. Subject to the provisions of the Articles, the Committee members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Committee member may, and the secretary at the request of a Committee member shall, call a meeting of the Committee. Every Committee member shall receive notice of a meeting, whether or not he is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Committee member who is also an alternate Committee member shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 54. Any Committee member may validly participate in a meeting of the Committee through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person in the meeting and shall accordingly be counted in the quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the Committee members shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the Committee notwithstanding that fewer than two Committee members are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman then is.
- 55. The quorum for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed at any other number shall be two.
- 56. The Committee members may appoint one of their number to be their chairman and may at any time remove him from that office. Unless he is unwilling to do so, the Committee member so appointed shall preside at every meeting of the Committee at which he is present. But if there is no Committee member holding that office, or if the Committee member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Committee members present may appoint one of their number to be chairman of the meeting.
- 57. All acts done by a meeting of the Committee, or by any person acting as a Committee member shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Committee member and had been entitled to vote.
- 58. A resolution in writing signed by all the Committee members entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held and may consist of several documents in the like form each signed by one or more Committee members.

59. The members for the time being of the Committee may act notwithstanding any vacancy in their body and if the number of Committee members is less than the minimum number prescribed by the Articles they may exercise all the powers conferred on the Committee members.
60. Without prejudice to the obligation of any Committee member to disclose his interest in accordance with section 317 of the Act, a Committee member may vote at any meeting of the Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest and if he does so vote his vote shall be counted and he shall be counted in the quorum present at a meeting when any such resolution is under consideration.

#### **SECRETARY**

61. Subject to the provisions of the Act, the secretary shall be appointed by the Committee members for such term upon such conditions as they think fit; and any secretary so appointed may be removed by the Committee members.

#### **MINUTES**

62. The Committee members shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Committee and proceedings of meetings of the Company and of the Committee and of committees of Committee members, including the names of the Committee members present at each such meeting.

#### **THE SEAL**

63. The seal shall only be used by the authority of the Committee or of a sub-committee of Committee members duly and specifically authorised by the Committee. The Committee may determine who shall sign any instrument to which the seal is affixed, and unless otherwise so determined every such instrument shall be signed by a Committee member and by the secretary or by a second Committee member.

#### **ACCOUNTS**

64. The Committee shall cause accounting records to be kept in accordance with the requirements of the Act.
65. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Committee members or by ordinary resolution of the Company.

#### **AUDIT**

66. The Committee shall appoint auditors and their duties shall be regulated in accordance with Sections 384-394 of the Act.

#### **NOTICES**

67. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.
68. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. Any member whose registered address is not within the United Kingdom shall be entitled to have notice given to him at that address.

69. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting, and, where requisite, of the purposes for which it was called.
70. Any notice sent to any member (or other person entitled to receive notices under the Articles) by the Company by post to an address within the United Kingdom shall be deemed to have been given within twenty-four hours, if prepaid as first class, and within forty-eight hours, if prepaid as second class, after the notice has been posted. Any such notice sent by post to an address outside the United Kingdom shall be deemed to have been given within seventy-two hours, if prepaid as airmail. In proving the giving of notice it shall be sufficient to prove that the envelope containing the notice was properly addressed, prepaid and posted. Any notice not sent by post but left at a member's registered address shall be deemed to have been given on the day it was so left.

### **DISSOLUTION**

71. If upon the winding up or dissolution of the Company there remains, after 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 transferred either to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company, or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.

### **INDEMNITY**

72. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every Committee member, secretary, auditor, other officer, agent or employee for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities incurred by him in or about the execution of his duties or the exercise of his powers or otherwise in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relates to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.



## NAMES AND ADDRESSES OF SUBSCRIBERS

Signed on behalf of

"Sheila M. McKechnie"

Shelter - National Campaign for the Homeless U.K. Limited  
88 Old Street  
London  
EC1V 9HU

Signed on behalf of

"T.R.E. Mann"

Grand Metropolitan Community Services Limited  
20 St. James's Square  
London SW1Y 4RR

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DATED this 29th day of January, 1992

WITNESS to the above signatures:

"D.J. MacDonald"

\*denotes Articles amended or inserted pursuant to Resolutions passed by the Company on 17th August 1994