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The Al-Quds Foundation for Medical Schools in Palestine

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association of

AL QUDS FOUNDATION FOR MEDICAL SCHOOLS IN PALESTINE

Amended document – approved September 2021

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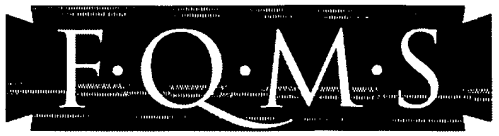
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The Al-Quds Foundation for Medical Schools in Palestine

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of Al Quds Foundation for Medical Schools in Palestine

1. The Company's name is Foundation for Al-Quds University Medical School (and in this document it is called "the Charity"). The Company name is amended to "Al Quds Foundation for Medical Schools in Palestine" to embrace the expanded state of medical education in the Occupied Palestinian Territories (OPT). After incorporation three more medical schools were established in the OPT.

2. The Charity's registered office is to be situated in England and Wales.

3. The Charity's objects ("the Objects") are the advancement of education of the public in the field of medicine including oral medicine and dentistry and in particular but not so as to limit the generality of the foregoing: -

    a) maintaining medical schools at Al-Quds University, Al Najah University, The Islamic University of Gaza and Al Azhar University, Gaza (The "Medical Schools") for the training and qualification of the students of medicine at both Undergraduate and Postgraduate level

    b) providing scholarships, grants, bursaries, chairs of learning lectureships and accommodation for students of medicine to enable them to further their education at the Medical Schools

    c) the promotion of research into medical science at the Medical Schools and the publication of the useful results of such research

    d) the provision and maintenance of a medical library and laboratories at the Medical Schools

    e) providing continuing education and refresher courses for medical practitioners, nurses

and allied professions run from the Medical Schools.

f) to advise on the setting and maintenance of medical educational standards at an internationally recognised level

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers: -

(1) to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

(2) to raise funds and to invite and receive contributions; provided that in raising funds, the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(4) subject to clause 5 below to employ such staff who shall not be directors of the Charity (hereinafter referred to as the trustees), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;

(5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

(6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(7) 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;

(8) to invest the monies of the Charity not immediately required for its purpose in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(9) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of a subsidiary company;

(10) to pay the costs of purchasing and maintaining indemnity insurance in respect of any act or default of the trustees or any of them in relation to the Charity PROVIDED THAT such insurance shall not extend to indemnification against liability for willful or criminal wrongdoing or default. Section 3 10(3)(a) of the Company Act 1985 is excluded in relation to the provisions hereof,

(11) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

(1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion

(2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

(3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

(6) to any trustee of reasonable out of pocket expenses. The liability of the members is limited.

(7) Every member of the Charity undertakes to contribute such amount as may be

required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

(8) If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to Some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

Name: [signed] David Freeman

Dated: 06.02.1997

Witness to the above Signatures:

Address:

Occupation:

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

AL QUDS FOUNDATION FOR MEDICAL SCHOOLS IN PALESTINE

INTERPRETATION

In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Medical Schools" mean the medical schools of the Universities; Al Quds, Al Najah, The Islamic University of Gaza and Al Azhar University of Gaza

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

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the 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;

"executed" includes any mode of execution; "the memorandum" means the memorandum of association of the Charity; "office" means the registered office of the Charity;

"the seal' means the common seal of the Charity if it has one;

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

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

"meeting of trustees" includes meetings held in person or virtually by video /audio conference

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.

   (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it. And not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may 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 eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee 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.

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.

The notice shall be given to all the members and to the trustees and auditors.

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

6. No business shall be transacted at any meeting unless a quorum is present. Eight persons entitled to vote upon the business, to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

7. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 time and place as the trustees may determine.

8. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting are willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

9. If no trustee is willing to act as chairman, or if no trustee 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.

10. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

11. 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 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 such notice.

12. 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.

13. 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 and 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.

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

15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the pod shall be deemed to be a resolution of the meeting at which the poll is demanded.

16. In the case of an 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.

17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately 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 continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

19. Subject to Article 16, every member shall have one vote.

20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

21. 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.

22. A vote given or poll demanded by the duly authorised representative of a member organisation 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 Charity at the office 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.

23. 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 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.

TRUSTEES

24. The number of trustees shall be not less than three but (unless otherwise determined by

ordinary resolution) shall not be subject to any maximum.

25. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

26. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 trustees by the articles add a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

27. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

(1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

(2) to enter into contracts on behalf of the Charity;

(3) to invest the finds of the Charity in such manner as they shall see fit including without prejudice to the generality the right to delegate their powers of investment to and to allow any investments or other assets to be held in the name or names (as nominee or nominees on behalf of the Charity or) of any company or other person (whether or not being or including one or more of themselves) on any terms as they think fit.

APPOINTMENT AND RETIREMENT OF TRUSTEES

28. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by

rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

29. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined 'by lot.

30. If the Charity at the meeting at which a trustee retires by rotation, does not fit the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fit the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

31. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

    (1) he is recommended by the trustees; or

    (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

32. No person may be appointed as a trustee:

    (1) unless he has attained the age of 18 years; or

    (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

33. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.

34. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

35. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

36. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

37. A trustee shall cease to hold office if he:

(1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

TRUSTEES EXPENSES

38. The trustees may be paid all reasonable traveling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meeting or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration. Where the duties performed by the trustee are planned in

advance, an application for cost reimbursement will be made to the board of trustees at least 5 days prior to the performance of the duty.

TRUSTEES APPOINTMENTS

39. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees 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 trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

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

PROCEEDINGS OF TRUSTEES

41. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who 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.

42. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

43. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

44. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of the trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

45. The trustees may appoint one or more sub-committees consisting of two or more trustees for

the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

46. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.

47. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

48. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees or a trustee and the secretary.

SECRETARY

49. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

50. The trustees shall keep minutes in books kept for the purpose:

    (1) of all appointments, of officers made by the trustees; and

    (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

THE SEAL

51. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

ACCOUNTS

52. Accounts shall be prepared in accordance with the provisions of Part VU of the Act.

ANNUAL REPORT

53. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

55. 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 trustees need not be in writing.

56. The Charity may give any notice to a member either personally, by email 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. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

57. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

58. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

59. (1) Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall he indemnified out of the assets of the Charity against any liability sustained or incurred by him in that capacity including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach or duty or breach of trust in relation to the affairs of the Charity and no trustee or other officer or auditor of the Charity shall be liable for any loss damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(2) The trustees shall have power to purchase and maintain for any trustee or other officer or auditor of the Charity insurance against any such liability as is referred to in Section 310(1) of the Act PROVIDED THAT such insurance shall not extend to indemnification against liability for willful or criminal wrongdoing or default. Section 310(3)(a) of the Company Act 1985 is excluded in relation to the provisions thereof.

RULES

60. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

    i. the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have

their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

ii. the conduct of members of the Charity in relation to one another, and to the Charity's servants;

iii. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times for any particular purpose or purposes;

iv. the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

v. generally, all such matters as are commonly the subject matter of company rules.

(2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.