

Company Number. 3674953

The Companies Act 1985 to 1989

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM
AND ARTICLES
OF ASSOCIATION



A10

18/11/2014

#245

COMPANIES HOUSE

NEW SANDFIELDS ABERAFAN AND AFAN – COMMUNITY
REGENERATION.

Incorporated 27th November 1998

Adopted pursuant to Special Resolutions of the Company passed at its
Annual General Meeting held on 27th June 2001,
a Written Resolution dated 26th September 2001, amendments to articles adopted at an AGM 29th September 2004 and
ratified together with the adoption of a written resolution amending the Memorandum of Association at a general meeting
held on the 9th March 2005 Amendments to Articles as advised by Charities Commission visit (November 2006) dated 27th
September 2007

Amendment to articles adopted at an AGM 3rd September 2012

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of

NEW SANDFIELDS AND ABERAFAN - SUSTAINABLE REGENERATION

And

UPPER AFAN FORUM

Have agreed to combine their respective Boards and membership to create a new Community Development Trust to be called:

NSA AFAN

- 1 The Company's name is NEW SANDFIELDS ABERAFAN AND AFAN - COMMUNITY REGENERATION (and in this document it is called "the Charity")
- 2 The Charity's registered office is to be situated in Wales
- 3 The Charity's objects ("the Objects") are -
 - (a) The promotion for the public benefit of urban or rural regeneration in areas of social and economic deprivation, and in particular, the electoral wards within the electoral constituency known as Aberafan
 - (b) The advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience;
 - (c) To relieve sickness and to preserve and protect good health.
 - (d) The relief of poverty
 - (e) To provide recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities;
 - (f) The maintenance, improvement or provision of public amenities,
 - (g) The promotion of public safety and the prevention of crime
 - (h) Such other means as may from time to time be determined subject to the prior written consent of the Charity Commissioners for England and Wales
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers
 - (a) 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;
 - (b) to raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Charity and to invite and accept gifts and contributions of all sorts and whether inter vivos or by will and whether or not subject to conditions and to carry out any condition imposed on any gift which may be accepted, provided that in so raising funds the Charity shall not undertake any

substantial permanent trading activities and shall conform to any relevant statutory regulations,

- (c) subject to Clause 5 below to employee such staff, who shall not be directors of the Charity (such directors being hereinafter referred to as "the Directors"), 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;
- (d) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,
- (e) 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,
- (f) 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,
- (g) to make loans out of the Charity's capital and/or income ("the Loans") provided that interest is charged on the Loans at a full commercial rate,
- (h) to buy or otherwise acquire buildings or land or any estate or interest therein,
- (i) to sell, let on lease or tenancy, exchange, mortgage, charge or otherwise dispose of buildings or land or any interest therein vested in the Charity, subject to such covenants, conditions and restrictions as are reasonably necessary to ensure compliance with the Objects and as are required by law,
- (j) to repair, renovate, restore, rebuild, alter, improve and generally maintain any buildings or land in which the Charity has an interest (subject to such consents as may be required by law),
- (k) to enter into and carry out contracts,
- (l) to borrow money for the carrying out of the Objects of the Charity on such terms and on such security (if any) as may be thought fit,
- (m) to invest the monies of the Charity, 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 mentioned;
- (n) to make planning applications, applications for consent under by-laws or building regulations and other like applications;
- (o) to co-operate with any local or public authority or other body concerned to achieve the Objects of the Charity;

- (p) to buy or otherwise acquire furniture and other equipment for use in connection with buildings or land in which the Charity has an interest and to sell, lease or otherwise dispose of any such furniture or equipment, and
 - (q) 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 Director 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
- (i) of the usual professional charges for business done by any Director 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 Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion,
 - (ii) 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 Director,
 - (iii) of interest on money lent to the Charity by any member of the Charity or Director 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 Directors,
 - (iv) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a Director or of which a Director may be a member holding not more than 1/100th part of the issued capital of that company,
 - (v) of reasonable and proper rent for premises demised or let by any member of the Company or a Director,
 - (vi) to any Director of reasonable out of pocket expenses

- 6 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 after 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	Address	Nominating Organisation (if relevant)	Signature

Dated.

Witness to the above Signatures

Name

Address

Occupation

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Articles of Association of

NEW SANDFIELDS AND ABERAFAN- SUSTAINABLE REGENERATION

INTERPRETATION

1 In these Articles, save where the context otherwise requires:

1 1 The following expressions shall have the following meanings:-

"Area"	means the geographical area within the electoral division known as the Aberafan Constituency;
"Charity"	means the company intended to be regulated by these Articles;
"Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,
"Articles"	means these Articles of Association of the Charity (and "Article" has a corresponding meaning),
"clear days"	means in relation to the period of a notice, 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,
"Directors"	means the directors of the Charity (and "Director" has a corresponding meaning as Trustee or member under Charitable law),
"executed"	includes any mode of execution,
"Memorandum"	means the memorandum of association of the Charity;
"Objects"	means the objects of the Charity as defined in the Memorandum,
"Office"	means the registered office of the Charity from time to time,

"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 United Kingdom" means Great Britain and Northern Ireland, and

1.2 words importing the masculine gender shall include the feminine gender and neuter gender and vice versa and words importing the singular shall include the plural and vice versa, and

1.3 words or expressions contained in these Articles shall bear the same meaning as in the Act, and

1.4 reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time amended, extended or re-enacted

MEMBERS

2 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Articles 51-53 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 Directors

3 Unless the Directors or the Charity in general meeting shall make other provision under Articles 51-53, the Directors 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

4 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the 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 Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

5 The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the act, shall forthwith proceed to convene an extraordinary 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. Any member or Director may call a general meeting

NOTICE OF GENERAL MEETINGS

- 6 An annual general meeting and an extraordinary general meeting called for the passing of a special 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 may be called by shorter notice if it is so agreed:

6 1 in the case of an annual general meeting, by all the members entitled to attend and vote, and

6 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, all the Directors and the auditors of the Charity from time to time

- 7 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

- 8 No business shall be transacted at any meeting unless a quorum is present. At least five persons entitled to vote upon the business to be transacted shall constitute a quorum

9. 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 Directors may determine. If at that re-adjourned meeting at least five persons entitled to vote upon the business to be transacted are present then that will constitute a quorum for the purposes of that meeting)

- 10 The Directors shall elect (by the majority vote of all Directors entitled to vote) a chairman from one of their number who shall serve in such post for two years, when he shall be subject to re-election (conditional upon remaining a Director) or replacement by the Directors ("Chairman"). If no Director is willing to act as chairperson 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 chairperson

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

- 12 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.
- 13 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
- 13.1 by the Chairman, or
- 13.2 by at least two members present and having the right to vote at the meeting
- 13.3 By a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting
- 14 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.
15. 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.
- 16 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 poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. The Chairman shall, only in the case of an equality of votes, whether on a show of hands or on a poll be entitled to an additional vote as a "casting" vote
- 18 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.
19. 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

- 20 Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all monies (if any) then payable by him to the Charity have been paid
- 22 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
- 23 A vote given or poll demanded by a Business and Authority member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll pursuant to Article 13 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

The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson. 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.

DIRECTORS

- 24 (1) The first Directors shall be those individuals named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed appointed pursuant to these Articles. The Directors of the Charity shall number 18

(2) Directors shall retire in rotation after serving a period of 3 years. A Director can stand for re-election or decline from doing so if they wish. However if a Director serves two terms they will be expected to stand down for one year to allow a vacancy to arise. They may stand for election in the subsequent year and carry out their term based on the above requirement to retire in rotation

(3) In addition, the Directors may co-opt other persons who are willing to act either to fill a vacancy or as an additional Director who, notwithstanding clause 24(1), need not be members of the charity but are considered able to make a contribution to its activities, provided that such co-opted Directors shall never comprise 50 per cent or more of the Directors. On expiration of the period of office for which she/he was co-opted, a Director shall be eligible for re-election or cooption

(4) A Director pursuant to article 24(3) shall hold office until the next annual general meeting following her/his election and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting

- 25 Subject to the provisions of the Act, other conflicting provisions in the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors 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 Directors which would have been valid if that alteration had not been made or that direction had not been given

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 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 and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees

- 26 Those Directors appointed pursuant to the provisions of Articles 24 shall be collectively known as "Business and Authority Directors" or "Community Directors" as the case may be
- 27 1 The Chairman appointed pursuant to Article 10 shall also act as a chairman of Directors' meetings and shall have the same powers
- 27 2 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 transfer 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

DIRECTORS' EXPENSES

28. 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

- 29 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

No person may be appointed as a Director:

- (1) unless he/she has attained the age of 18, or

- (2) in circumstances such that, had he/she already been a trustee, he/she would have been disqualified from acting under the provisions of Article 39.1

PROCEEDINGS OF DIRECTORS

30. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director 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.
31. The quorum for the transaction of the business of the Directors shall be at least five. A Director may by written notice to the Chairman (and in the case of the Chairman, to the Secretary) appoint another person who is a Director to attend at a meeting of the Directors and vote on his behalf.
32. The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
33. Whenever a Director has any kind of interest in a matter to be discussed by the Directors, or any committee of the Directors, which may conflict with the interests of the company, the Director concerned must withdraw from the meeting for that item, but shall nevertheless be taken into account in calculating the quorum at the meeting. For the purposes of this article, a conflicting interest or duty is a duty that arises as a result of a Director being a member, director, officer or employee of another organisation, including a local authority.
34. The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee.
35. All acts and proceedings of sub-committees appointed pursuant to Article 34 shall be fully and promptly reported to the Directors.
36. All acts done by a meeting of Directors, or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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 Director and had been entitled to vote.
37. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors, or a Committee of Directors (as the case may be) duly convened and held. Such a resolution may consist of several

documents in the same form, each signed by one or more of the Directors or committee members (as relevant)

38. Any bank account in which any part of the assets of the Charity has been deposited shall be operated by the Directors 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 Directors
39. A Director shall cease to hold office if:-
- 39.1 an ordinary resolution of which special notice has been given in accordance with section 303 of the Act has been passed by the members removing him from his position as Director forthwith; or
 - 39.2 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
 - 39.3 he 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
 - 39.4 is absent without permission of the trustees from all their meetings held within a period of 6 months and the trustees resolve that his office be vacated.
 - 39.5 he has served two consecutive terms of office in which case he would have to stand down for a minimum period of one year. Clause 24.2 refers

SECRETARY

- 40 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions they may think fit; and any Secretary so appointed may be removed by them

MINUTES

41. The Directors shall keep minutes of their meetings 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

A SEAL

- 42 The Charity shall not have a seal. All documents which are required to be signed by the Charity as a deed shall only be signed with the authority of the Directors by two Directors or one Director and the Secretary.

ACCOUNTS

- 43 Accounts shall be prepared in accordance with the provisions of Part VII of the Act and in accordance with the relevant provisions of charities legislation and statements of recommended practice for charities.

ANNUAL REPORT AND ANNUAL RETURN

- 44 The Directors shall:-

- 44.1 comply with their obligations under the Charities Acts 1992, 1993 and 2006 ("Charities Acts") with regard to the preparation of an annual report and its transmission to the Commissioners, and
- 44.2 comply with their obligations under the Charities Acts with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

- 45 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a meeting calling a notice of the Directors need not be in writing
- 46 The Charity may give any notice to a Director either personally or by sending it by post in a pre-paid envelope addressed to the Director at his registered address or by leaving it at that address.
- The Charity 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. 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
- 47 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
- 48 Proof that an envelope containing a notice was properly addressed, pre-paid 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

- 49 Subject to the provisions of the Act every Director or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceeding, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

AMENDMENTS AND RULES

- 50 The members may by ordinary resolution (or where the Act requires by special resolution) amend these Articles and the Memorandum (to the extent permitted by the Act and the Charities Acts)
- 51 The Directors may from time to time make such rules or by-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
- (1) 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,
 - (2) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (3) 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,
 - (4) the procedure at general meetings and meetings of the trustees and committees of the Directors in so far as such procedure is not regulated by the Articles,
 - (5) generally, all such matters as are commonly the subject matter of company rules
52. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors 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

53 Signatures, Names and Addresses of Subscribers

Name	Address	Nominating Organisation (if relevant)	Signature

Dated:

Witness to the above Signatures

Name

Address

Occupation